

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

07/22/2021

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

HANOVER FOODS CORPORATION

I, Veronica Degraffenreid, Acting Secretary of the Commonwealth of Pennsylvania, do hereby certify that the foregoing and annexed is a true and correct copy of

Creation Filing filed on Dec 12, 1924 - Pages (3)  
Creation Filing filed on Jan 6, 1925 - Pages (2)  
Amendment filed on Sep 13, 1943 - Pages (4)  
Amendment filed on Jun 27, 1944 - Pages (1)  
Amendment filed on Jul 5, 1945 - Pages (1)  
Amendment filed on Feb 14, 1952 - Pages (1)  
Amendment filed on Apr 10, 1953 - Pages (1)  
Amendment filed on Feb 18, 1957 - Pages (4)  
Amendment filed on Dec 30, 1963 - Pages (3)  
Amendment filed on Apr 29, 1965 - Pages (3)  
Amendment filed on Apr 29, 1965 - Pages (7)  
Amendment filed on Jan 20, 1969 - Pages (5)  
Amendment filed on Jun 6, 1969 - Pages (3)  
Amendment filed on Jun 25, 1971 - Pages (6)  
Amendment filed on Sep 30, 1971 - Pages (2)  
Amendment filed on Jun 25, 1973 - Pages (2)  
Amendment filed on Jul 10, 1974 - Pages (3)  
Amendment filed on Jan 23, 1986 - Pages (5)  
Amendment filed on Jun 3, 1986 - Pages (5)  
Amendment filed on Jun 26, 1986 - Pages (5)  
Amendment filed on Jan 15, 1988 - Pages (5)  
Amendment filed on Apr 10, 1990 - Pages (2)  
Amendment filed on Jun 5, 1990 - Pages (1)  
Amendment filed on Jun 5, 1990 - Pages (2)  
Amendment filed on Oct 18, 1994 - Pages (2)  
Amendment filed on Jun 25, 1997 - Pages (12)  
Amendment filed on Aug 14, 1997 - Pages (3)  
Amendment filed on Jun 25, 1998 - Pages (13)

which appear of record in this department.

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

07/22/2021



IN TESTIMONY WHEREOF, I have hereunto set  
my hand and caused the Seal of the Secretary's  
Office to be affixed, the day and year above written

A handwritten signature in cursive script, appearing to read "Veronica W. DeGros".

Acting Secretary of the Commonwealth

Certification Number: TML210721JF1678-1

Verify this certificate online at <http://www.corporations.pa.gov/orders/verify>

*To the Governor of the Commonwealth of Pennsylvania:*

SIR: In compliance with the requirements of an act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An act to provide for the incorporation and regulation of certain corporations," approved the 29th day of April A. D. 1871 and the several supplements thereto, the undersigned, \_\_\_\_\_ of whom are citizens of Pennsylvania, having associated themselves together for the purpose hereinafter specified, and desiring that they may be incorporated, and that letters patent may issue to them and their successors according to law, do hereby certify:

1st. The name of the proposed corporation is **Hanover Canning Company.**

2d. Said corporation is formed for the purpose of the canning and selling of fruits and vegetables.

3d. The business of said corporation is to be transacted in **Penn Township, York County, State**  
**of Pennsylvania. (Post Office Hanover, Pa.)**

4th. Said corporation is to exist \_\_\_\_\_ **perpetually.**

5th. The names and residences of the subscribers and the number of shares subscribed by each, are as follows:

NAME	RESIDENCE	NO. OF SHARES
<b>Harry J. Marchine</b>	<b>Hanover, Pa.</b>	<b>20</b>
<b>Alma Marchine</b>	<b>Hanover, Pa.</b>	<b>5</b>
<b>John F. Shultz</b>	<b>Hanover, Pa.</b>	<b>20</b>
<b>Bessie S. Shultz</b>	<b>Hanover, Pa.</b>	<b>5</b>

6th. The number of directors of said corporation is fixed at **four (4)**, and the names and residences of the directors who are chosen directors for the first year are as follows:

NAME	RESIDENCE
<b>Harry J. Marchine</b>	<b>Hanover, Pa.</b>
<b>Alma Marchine</b>	<b>Hanover, Pa.</b>
<b>John F. Shultz</b>	<b>Hanover, Pa.</b>
<b>Bessie S. Shultz</b>	<b>Hanover, Pa.</b>

7th The amount of the capital stock of said corporation is \$30,000.00  
divided into 300 shares of the par value of \$100.00  
and \$5000.00 being ten per centum of the capital stock, has been  
paid in cash to the treasurer of said corporation, whose name and residence are:

John F. Shultz

Hanover, Pa.

Harry V. Warehime

(SEAL)

Basile S. Shultz

(SEAL)

Alra Warehime

(SEAL)

John F. Shultz

(SEAL)

STATE OF PENNSYLVANIA,

County of York

ss:

Before me a Notary Public in and for the county aforesaid, personally came the above named  
Harry V. Warehime, Alra Warehime and John F. Shultz  
who in due form of law acknowledged the foregoing instrument to be their act and deed for the purposes therein specified.

Witness my hand and seal of office, the Twentieth day of November A. D. 1924.

[SEAL]

STATE OF PENNSYLVANIA,

County of York

ss:

C. D. Garrett, Notary Public

Hanover, York Co., Pa.

My Commission expires Mar. 6, 1927.

Personally appeared before me this 20th day of November A. D. 1924.

Harry V. Warehime, Alra Warehime and John F. Shultz

who being duly sworn, according to law, depose and say that the statements contained in the foregoing instrument are true.

Sworn and subscribed before me, the day and year aforesaid.

Harry V. Warehime

C. D. Garrett, Notary Public

Alra Warehime

[SEAL] Hanover, York Co., Pa.

John F. Shultz

My Commission expires Mar. 6, 1927.

EXECUTIVE CHAMBER.

Harrisburg, Dec. 12, 1924

To the Secretary of the Commonwealth:

Having examined the within application and found it to be proper form, and within the purpose of the class of corporations specified in section two, of the act, entitled "An act to provide for the incorporation and regulation of certain corporations," approved April 20th A. D. 1874, and the several supplements thereto, I hereby approve the same, and direct that letters patent issue according to law.

Gifford Pinchot

Governor.

SECRETARY'S OFFICE.

PENNSYLVANIA, SS:

Enrolled in Charter Book No. 340 page 240

Witness my hand and seal of Office, at Harrisburg, this 12th day of December A. D. 1924.

Clyde L. King

Secretary of the Commonwealth.

[Secretary's Seal.]

CRB

IN THE NAME AND BY AUTHORITY OF THE  
**COMMONWEALTH OF PENNSYLVANIA**



EXECUTIVE DEPARTMENT

To all to whom these Presents shall come, Greeting:

Whereas, In and by an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An act to provide for the incorporation and regulation of certain corporations," approved the twenty-ninth day of April, Anno Domini one thousand eight hundred and seventy-four, and the supplements thereto, the Governor of the Commonwealth is authorized and required to issue Letters Patent to all corporations formed under the provisions of said acts, embraced within the second class named therein.

And Whereas, The stipulations and conditions in said Act of the General Assembly and the supplements thereto have been fully complied with by  
**Hanover Canning Company**

Therefore, Know Ye, That under authority of the Constitution and laws of said Commonwealth in such case made and provided, I do by these Presents, which I have caused to be made Patent and sealed with the Great Seal of the State, create, erect and incorporate the subscribers to the stock of said corporation, their associates and successors, and also those who may thereafter become subscribers or holders of the stock of the said corporation, into a body politic and corporate in deed and in law, by the name chosen and hereinbefore specified, who shall have succession  
**perpetually**

and shall be invested with and have and enjoy all the powers, privileges and franchises incident to a corporation, and be subject to all the duties, requirements and restrictions specified and enjoined in and by the said Acts of the General Assembly and all other laws of this Commonwealth.

Given under my hand and the Great Seal of the State, at the City of Harrisburg, this **twelfth**

**Month of December**  
**twenty-four**

in the year of our Lord one thousand nine hundred and  
and of the Commonwealth the one hundred and **forty-third**.

**Gifford Pinchot**

**Clyde L. King**

*Secretary of the Commonwealth*



BY THE GOVERNOR:

In witness whereof the said parties of the first part have to these presents set their hands and seals this day and year first above written  
Signed and witnessed in the presence of  
Ephraim C. Shaffer

Abe Traillor (seal)  
Father Traillor (seal)

Received the day of the date of the above instrument of the above named couple Freedom the sum of two hundred fifty (\$250.00) dollars, lawful money of the United States, being the consideration money above mentioned in full

Witness  
Ephraim C. Shaffer  
State of Pennsylvania  
County of York

Abe Traillor

On this twenty eighth day of November A. D. 1924 before me the subscriber personally came the above named Abe Traillor and Father Traillor, his wife who in due form of law acknowledged the foregoing instrument to be their act and deed and desired that the same might be recorded as such

Witness my hand and official seal the day and year aforesaid

Ephraim C. Shaffer (seal)

Notary Public

My commission expires

March 7th 1925.

Recorded December 31, 1924

John Q. A. Spangler, Recorder.

Ephraim  
C. Shaffer  
Notary Public  
York  
Pa.

6963

Hanover Canning Company.  
Charter

To the Governor of the Commonwealth of Pennsylvania:

Sir:

In compliance with the requirements of an act of the General Assembly of the Commonwealth of Pennsylvania, entitled "an act to provide for the incorporation and regulation of certain corporations," approved the 29th day of April A. D. 1874, and the several supplements thereto, the undersigned, all of whom are citizens of Pennsylvania, having associated themselves, together for the purpose hereinafter specified and desiring that they may be incorporated and that letters patent may issue to them and their successors according to law do hereby certify:

1st. The name of the proposed corporation is Hanover Canning Company.

2nd. Said corporation is formed for the purpose of the canning and selling of fruits and vegetables

3d. The business of said corporation is to be transacted in Penn Township, York County, State of Pennsylvania. (Post Office Hanover, Pa.)

4th. Said corporation is to exist perpetually

5th. The names and residences of the subscribers and the number of shares subscribed by each are as follows:

Name,	Residence	No. of Shares
Harry V. Warehime	Hanover, Pa.	20
Aira Warehime	Hanover, Pa.	5
John F. Shultz	Hanover, Pa.	20
Bessie S. Shultz	Hanover, Pa.	5

6th. The number of directors of said corporation is fixed at four (4) and the names and residences of the directors who are chosen directors for the first year are as follows:

Name	Residence
Harry V. Warehime	Hanover, Pa.
Aira Warehime	Hanover, Pa.
John F. Shultz	Hanover, Pa.
Bessie S. Shultz	Hanover, Pa.

7th. The amount of the capital stock of said corporation is \$34,000.00 divided into 300 shares of the par value of \$100.00 and \$5000.00 being ten per centum of the capital stock has been paid in cash to the Treasurer of said corporation whose name and residence are:

John F. Shultz	Hanover, Pa.
Harry V. Warehime (seal)	Bessie S. Shultz (seal)
Aira Warehime (seal)	
John F. Shultz (seal)	

State of Pennsylvania :  
County of York :SS

Before me, a Notary Public, in and for the county aforesaid, personally came the above named Harry V. Warehime, Aira Warehime, and John F. Shultz who, in due form of law acknowledged the foregoing instrument to be their act and deed for the purposes therein specified

Witness my hand and seal of office the twentieth day of November A. D. 1924

C. D.  
Garrett  
Notary Public  
Hanover  
Pa.

C. D. Garrett  
Notary Public  
Hanover, York Co., Pa.  
My commission expires  
Mar. 6, 1927.

State of Pennsylvania :  
County of York :SS

Personally appeared before me, this 28th day of November, A. D. 1924, Harry V. Warehime, Aira Warehime and John F. Shultz who being duly sworn according to law, depose and say that the statements contained in the foregoing instrument are true

Harry V. Warehime  
Aira Warehime  
John F. Shultz

Read and subscribed before me, the day and year aforesaid

C. D.  
Farrell  
Notary Public  
Hanover,  
Pa.

C.D. Farrell  
Notary Public  
Hanover, York Co., Pa.  
My commission expires  
Mar. 6, 1927.

Executive Chamber.

Harrisburg, Dec. 12, 1924

To the Secretary of the Commonwealth:

Having examined the within application found it to be in proper form, and within the purposes of the class of corporations specified in section two of the act entitled "An act to provide for the incorporation and regulation of certain corporations," approved April 29th, A. D. 1874, and the several supplements thereto, I hereby approve the same, and direct that letters patent issue according to law

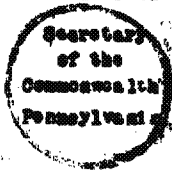
Efford Pinchot  
Governor

Secretary's Office.

Pennsylvania, SS:

Enrolled in Charter Book No. 240 page 240. CHH.  
Witness my hand and seal of office at Harrisburg, this 12th day of December A. D. 1924

Clyde L. King  
Secretary of the Commonwealth.



In the name and by Authority of the  
Commonwealth of Pennsylvania.  
Executive department.

To all to whom these presents shall come, Greeting.

Whereas, in and by an act of the General Assembly of the Commonwealth of Pennsylvania entitled "An act to provide for the incorporation and regulation of certain corporations" approved the twenty ninth day of April Anno Domini one thousand eight hundred and seventy four and the supplements thereto the Governor of this Commonwealth is authorized and required to issue Letters Patent to all corporations formed under the provisions of said acts embraced within the second class named therein.

And whereas, the stipulations and conditions in said act of the General Assembly and the supplements thereto have been fully complied with by Hanover Canning Company.

Therefore know ye, that under authority of the Constitution and laws of said Commonwealth in such case made and provided I do by these presents which I have caused to be made patent and sealed with the Great Seal of the State create, erect and incorporate the subscribers to the stock of said corporation their associates and successors and also those who may thereafter become subscribers or holders of the stock of the said corporation into a body politic and corporate in deed and in law by the same chosen and herein before specified who shall have succession perpetually and shall be invested with and have and enjoy all the powers, privileges, and franchises incident to a corporation and be subject to all the duties, requirements and restrictions specified and enjoined in and by the said Acts of the General Assembly and all other laws of this Commonwealth.

Given under my hand and the Great Seal of the State, at the City of Harrisburg, this twelfth day of December in the year of our Lord one thousand nine hundred and twenty four and of the Commonwealth the one hundred and forty ninth



By the Governor:

Efford Pinchot

Clyde L. King

Secretary of the Commonwealth.

Recorded January 6, 1925

John Q. A. Spangler, Recorder.

0007

John W. Sechrist ex  
to  
William H. Seitz

This Indenture, made the twenty eighth day of May  
1 in the year of our Lord one thousand nine hundred twenty four (1924)  
Between John W. Sechrist and Lucinda Sechrist his wife of  
the Borough of Dallastown, County of York and State of Pennsylvania,  
parties of the first part and William H. Seitz of the Borough of Dallastown, County of York and State of Pennsylvania, party of the second part,

Witnesseth, that the said parties of the first part, for and in consideration of the sum of four hundred (\$400.00) dollars, lawful money of the United States of America well and truly paid by the said party of the second part, to the said parties of the first part, at and before the

execution and delivery of these presents the receipt whereof is hereby acknowledged have granted, bargained, sold, aliened, conveyed, released, assigned and confirmed and by these presents doth grant, bargain, sell, alien, convey, release, assign and confirm unto the said party of the second part, his heirs and assigns.

All that the following described piece, parcel and lot of ground situate lying and being on the North side of East Eagle Street, partly in Dallastown Borough and partly in York Township in the County of York and State of Pennsylvania, bounded and limited as follows, to wit:



## ARTICLES OF AMENDMENT

CGO ROLL 43-9 FILM 322

In compliance with the requirements of Article VIII of the Act of the General Assembly of the Commonwealth of Pennsylvania, known as the "Business Corporation Law" approved May 5, 1933, and amendments thereto, providing for amendments to the Articles of Incorporation of corporations, HANOVER CANNING COMPANY hereby certifies, under its corporate seal:

1. That its name is HANOVER CANNING COMPANY and that its registered office is located at Penn Township, York County, Pennsylvania (P.O. Hanover, Pa.)
2. That it is a corporation incorporated and existing under the Act of the General Assembly of the Commonwealth of Pennsylvania, as shown by its Certificate of Incorporation dated the 12th day of December, 1924, and recorded in the Office of the Secretary of the Commonwealth in Charter Book No. 240, page 240 and in the office of the Recorder of Deeds in and for the County of York on the 6th day of January in 1925, IN Record Book 22X, page 534.
3. (a) That at a meeting of the Board of Directors of HANOVER CANNING COMPANY held on May 29, 1943, a resolution was adopted authorizing an amendment to Paragraph 7th of the Articles of Incorporation of the said corporation, and directing that such amendment be submitted to a vote of the shareholders entitled to vote thereon at a meeting to be held on August 2, 1943.
- (b) That a meeting of the shareholders of HANOVER CANNING COMPANY to take action upon the proposed amendment was held on August 4, 1943, at the registered office of the corporation, pursuant to \* waiver of notice signed August 4, 1943 by all stockholders of record.
4. That at the time of the meeting of the shareholders on August 4, 1943, the authorized number of shares of the capital stock of the corporation was 300, of which 300 shares were then issued and outstanding and 300 entitled to vote on the proposed amendment.
5. That at the meeting of the shareholders, held August 4, 1943 the amendment herein set forth was adopted; 300 shares were voted in favor of the resolution amending the Articles of Incorporation of the corporation in the manner hereinafter set forth, and no shares were voted against the resolution, viz.:

\* There should be set forth the kind and period of notice given to the shareholders.

"RESOLVED that Paragraph 7th of the Articles of Incorporation of this corporation which reads as follows: "7th. The amount of the capital stock of said corporation is \$30,000.00 divided into 300 shares of the par value of \$100.00 and \$5,000.00 being ten per centum of the capital stock has been paid in cash to the Treasurer of said corporation whose name and residence are

John F. Shultz, Hanover, Pa. "

Be and the same is hereby amended to read as follows: "7th. The amount of the capital stock of said corporation is \$130,000.00 divided into 1300 shares of the par value of \$100.00"

"RESOLVED FURTHER that the President and Secretary of this corporation be and they are hereby authorized, empowered and directed to execute, under the corporate seal of this corporation, Articles of Amendment to the Articles of Incorporation and to file such Articles of Amendment with the Department of State of the Commonwealth of Pennsylvania."

\* (Attach rider if space is insufficient)

IN TESTIMONY WHEREOF, HANOVER CANNING COMPANY has caused these Articles of Amendment to be signed by its President and its corporate seal, duly attested by its Secretary, to be hereunto affixed this 21st day of August, 1943.

HANOVER CANNING COMPANY

By *H. V. Warehime*  
President

Attest:

(SEAL)

*H. V. Warehime*  
Secretary

Commonwealth of Pennsylvania

County of York } ss:

BE IT REMEMBERED that on this 21st day of August, 1943, before me, a Notary Public in and for the County aforesaid, personally appeared H. V. Warehime and Alan R. Warehime of Hanover Canning Company, the corporation named in and which executed the foregoing Articles of Amendment, who being severally duly sworn, did depose and say that they were personally present at the execution of the foregoing Articles of Amendment and saw the common or corporate seal of Hanover Canning Company

affixed thereto; that the seal affixed thereto is the common or corporate seal of the corporation; that the foregoing Articles of Amendment were duly signed, sealed and delivered by, and as and for the act and deed of the corporation, by the authority and at the direction of the persons and bodies corporate holding a majority in interest of the capital stock of the corporation, and that the names of the said H. V. Warehime as President and of Alan R. Warehime as Secretary subscribed thereto are in their proper and respective handwritings.

Sworn and subscribed before me this

21st day of August, 1943.

(SEAL)

NOTARY PUBLIC

Approved and filed in the Department of State, on the 13th day of September, A. D. 1943.

CHC Roll 43-9 Films 321 to 325 incl.

Deputy

*James Smith*  
Secretary of the Commonwealth

Commonwealth of Pennsylvania



Department of State

WHEREAS THE COMMONWEALTH OF PENNSYLVANIA HAS CAUSED TO BE

Whereas, In and by Article VIII of the "Business Corporation Law," (Act No. 106) approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, the Department of State is authorized and required to issue a

CERTIFICATE OF AMENDMENT

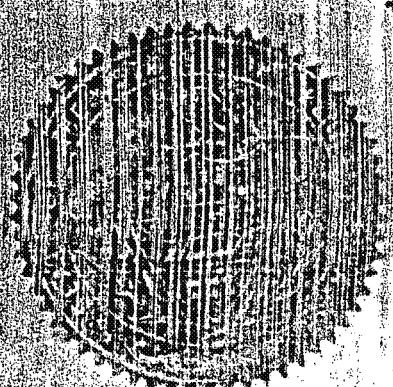
attestifying the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HANOVER CANNING COMPANY

Therefore, Know Ye. That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I DO BY THESE PRESENTS, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this — 13th — day of September, — in the year of our Lord one thousand nine hundred and — forty-three, — and of the Commonwealth the one hundred and



James L. ...

Secretary of the Commonwealth

6/2/6

# RETURN OF ACTUAL INCREASE OF CAPITAL STOCK

UNC ROLL 44-6 FILM 810

TO THE SECRETARY OF THE COMMONWEALTH:

In compliance with the acts of assembly in such cases provided, the following corporation certifies under its corporate seal:

- 1st: The name of the corporation is: **Hanover Canning Company**  
 2nd: The address of the registered office is: **R. D. #3, Hanover, Pa.**  
 3rd: Date of Incorporation: **December 12, 1924**  
 4th: The authorized capital stock of said corporation is as follows:

Class of Stock	Number of Shares	Par Value	Stated Capital	Total Par Value and Stated Capital
Common	1300	\$100.00	0	\$130,000

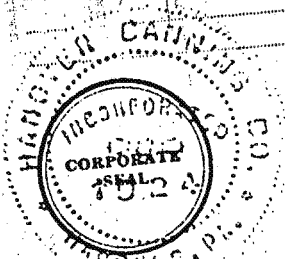
- 5th: By virtue of the election of the stockholders to increase the authorized capital of said corporation. amendment of articles to authorize the increase of capital of said corporation. from \$ **30,000.00** to **\$130,000.00** filed in the office of the Secretary of the Commonwealth on the **13th** day of **September** 19**43**.
- (a) the **Common** stock has been increased from \$ **\$30,000**  
 (Class of stock issued)
- (b) the stock has been increased from \$ \_\_\_\_\_  
 (Class of stock issued)
- (a) to **\$80,000** representing an increase of **500** shares of **\$100** par value.  
 (Class of stock issued)
- (b) to \_\_\_\_\_ representing an increase of \_\_\_\_\_ shares of \_\_\_\_\_ par value.

6th: Itemize here the amount of bonus or interest paid. (Interest is charged on unpaid bonus at the rate of 6% per annum for a period of 60 days computed from 30 days after issuance of stock, and thereafter at the rate of 12% per annum until date of payment.)

Class of Stock	Date of Issuance	Value of stock	Bonus	Interest @ 6%	Interest @ 12%	Total
Common	11/3/43	30,000	60.00	.60	2.80	63.40
Common	5/1/44	10,000	20.00	.07	0	20.07
Common	5/15/44	10,000	20.00	.02	0	20.02

7th: After giving effect to the above return of actual increase in capital stock, the issued and outstanding capital stock at the time of filing this return is as follows:

Class of Stock	Number of Shares	Par Value	Stated Capital Applicable to No Par Shares	Total Par Value and Stated Capital
Common	800	\$100	0	\$80,000



**BONUS PAID**  
**JUN 23 1944**  
 By *MES*

*appr. 6-27-44*  
*SEH*

*Alan R. Warhine*  
 President & Treasurer

Commonwealth of Pennsylvania  
 County of **York**

**Alan R. Warhine**

sworn, says that the facts set forth in the above certificate are true and correct.  
 Sworn and subscribed before me this **22<sup>nd</sup>** day of **June** 19**44**



NOTARY PUBLIC  
 HANOVER, YORK CO., PA.

*Alan R. Warhine*  
 President

Filed in the office of the Secretary of the Commonwealth on the **23<sup>rd</sup>** day of **June** 19**44**  
*Samuel H. ...*  
 Secretary of the Commonwealth

UNC ROLL 44-6 FILM 810

This return must be made by President or Treasurer. Photographic reproduction makes it necessary to have all names clearly typed. USE BLACK INK ONLY. Fee for filing this return is \$3.00. Make check or money order payable to Secretary of the Commonwealth. DO NOT SEND CASH.  
 Act approved June 21, 1929, P. L. 409.

## RETURN OF ACTUAL INCREASE OF CAPITAL STOCK

TO THE SECRETARY OF THE COMMONWEALTH:

In compliance with the acts of assembly in such cases provided, the following corporation certifies under its corporate seal:

1st: The name of the corporation is: Hanover Canning Company  
 2nd: The address of the registered office is: P. D. #3, Hanover, Pa.  
 3rd: Date of Incorporation: December 12, 1924  
 4th: By virtue of an amendment of articles to authorize the increase of capital of said corporation.... or.....  
 from: \$30,000.00 to \$130,000.00 filed in the office of the Secretary of the Commonwealth on the 13th day of September 1943 the following actual increase has been made in the capital stock or stated capital:

Class of Stock Issued	Number of Shares	Par Value per Share	Stated Capital applicable to No Par Shares	Increased from	Increased to
Common	100	\$100.00	-----	80,000.00	90,000.00

5th: Itemize here the amount of Bonus or interest payable at the time of filing this return. (Bonus is charged at the rate of 1/5 of 1% on capital stock or stated capital. Interest is charged on unpaid bonus at the rate of 6% per annum for a period of sixty (60) days, computed from 30 days, after issuance of stock, and thereafter at the rate of 12% per annum until date of payment.)

Class of Stock	Date of Issuance	Value of Stock	Bonus	Interest at 6%	Interest at 12%	Total
Common	5/31/45	10,000.00	20.00	---	---	20.00

6th: After giving effect to the above return of actual increase in capital stock, the issued and outstanding capital stock at the time of filing this return is as follows:

Class of Stock	Number of Shares	Par Value	Stated Capital Applicable to No Par Shares	Total Par Value and Stated Capital
Common	900	100.00	-----	90,000.00

BONUS PAID

JUL 5 - 1945

CORPORATE SEAL

President or Treasurer

Commonwealth of Pennsylvania } SS:  
 County of York

President

Treasurer of the above named corporation,

being duly sworn, says that the facts set forth in the above certificate are true and correct.

Sworn and subscribed before me this

3

day of

July 1945

S E A L

Filed in the office of the Secretary of the Commonwealth on the 5th day of July 1945.

Deputy Secretary of the Commonwealth

Recorded in C.B.C. Roll 1508 Film 721.

This return must be made by President or Treasurer. Micro-filing makes it necessary to have all papers clearly typed. USE BLACK INK ONLY. Fee for filing this return is \$5.00. Make check or money order payable to Commonwealth of Pennsylvania. TO NOT SEND CASH.

N.B. Act of Assembly approved April 20, 1927, P. L. 322, as amended by Act approved June 21, 1939, P. L. 609.

3-1-52.05 1344

RETURN OF ACTUAL INCREASE OF CAPITAL STOCK  
Act of 1927, P. L. 322 as amended

TO THE SECRETARY OF THE COMMONWEALTH:

1. Name of Corporation: Hanover Canning Company
2. Registered Office: R.D.3 Hanover, Penna.
3. Date of Incorporation: December 12, 1924
4. By virtue of an amendment of articles authorizing the increase of \_\_\_\_\_ capital of said

Corporation . . . or . . .  
from \$ 30,000.00 to \$ 130,000.00 filed in the Office of the Secretary of the Commonwealth  
on the 13th day of September 1952 the following ACTUAL INCREASE has  
been made in the capital stock or stated capital:

Class of Stock Issued	Number of Shares	Par Value per Share	Stated Capital Applicable to No Par Shares	Increased from Total Prior Actual Issue (in Dollars)	Increased to Total Present Actual Issue (in Dollars)
Common	100	100.00	0	90,000.00	100,000.00

5. Itemize here amount of Bonus or interest payable at time of filing this return. (Bonus is charged at rate of 1/5 of 1% on capital stock or stated capital. Interest is charged on unpaid bonus at the rate of 6% per annum for a period computed from 30 days after issuance of the stock until date of payment.)

Class of Stock	Date of Issuance	Value of Stock	Bonus	Interest	Total
Common	July 7, 1951	10,000.00	20.00	.63	20.63

6. After giving effect to the above return of actual increase in capital stock, the issued and outstanding capital stock at the time of filing this return is as follows:

Class of Stock	Number of Shares	Par Value	Stated Capital Applicable to No Par Shares	Total Par Value and Stated Capital
Common	1000	100.00	0	100,000.00



M.L. Frey  
M.L. Frey  
Treasurer

Commonwealth of Pennsylvania  
County of York

ss:

M.L. Frey  
Treasurer of the above named corporation, being duly sworn, says that the facts set forth in the above certificate are true and correct.

Sworn and subscribed before me this 13th day of February 1952



N.R. Burger  
Hanover, York Co., PA.

March 6, 1952

Filed in the office of the Secretary of the Commonwealth on the 14th day of February 1952

John P. Smith  
Secretary of the Commonwealth

This return must be made by President or Treasurer. Filing fee \$3.00. Make check or money order payable to Commonwealth of Pennsylvania.

RETURN OF ACTUAL INCREASE OF CAPITAL STOCK  
Act of 1927, P. L. 322 as amended

3-1-53.10 983

TO THE SECRETARY OF THE COMMONWEALTH:

1. Name of Corporation: Hanover Carving Company
2. Registered Office: R. D. #3, Hanover, Pa.
3. Date of Incorporation: December 12, 1924
4. By virtue of an amendment of articles authorizing the increase of \_\_\_\_\_ capital of said Corporation . . . or . . . from \$30,000.00 to \$130,000.00 filed in the Office of the Secretary of the Commonwealth on the 13th day of September 1943 the following ACTUAL INCREASE has been made in the capital stock or stated capital:

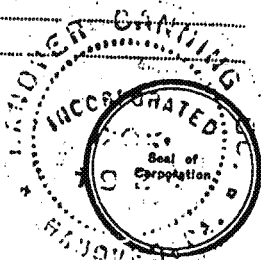
Class of Stock Issued	Number of Shares	Par Value per Share	Stated Capital Applicable to No Par Shares	Increased from Total Prior Actual Issue (in Dollars)	Increased to Total Present Actual Issue (in Dollars)
Common	300	100.00	0	100,000.00	130,000.00

5. Itemize here amount of Bonus or interest payable at time of filing this return. (Bonus is charged at rate of 1/5 of 1% on capital stock or stated capital. Interest is charged on unpaid bonus at the rate of 6% per annum for a period computed from 30 days after issuance of the stock until date of payment.)

Class of Stock	Date of Issuance	Value of Stock	Bonus	Interest	Total
Common	12/15/52	10,000.00	20.00	.29	20.29
Common	2/20/53	10,000.00	20.00	.06	20.06
Common	3/31/53	10,000.00	20.00	--	20.00

6. After giving effect to the above return of actual increase in capital stock, the issued and outstanding capital stock at the time of filing this return is as follows:

Class of Stock	Number of Shares	Par Value	Stated Capital Applicable to No Par Shares	Total Par Value and Stated Capital
Common	1300	100.00	0	130,000.00



M. L. Frey  
M. L. Frey

Commonwealth of Pennsylvania

County of York

ss:

M. L. Frey

~~President~~

Treasurer of the above named corporation, being duly sworn, says that the facts set forth in the above certificate are true and correct.

Sworn and subscribed before me this 9th day of April 1953



J. G. Laneth

NOTARY PUBLIC  
MADEIRA, PA. 17034  
JAN 26 1953

Filed in the office of the Secretary of the Commonwealth on the 10th day of April 1953

This return must be made by President or Treasurer. Filing fee \$3.00. Make check or money order payable to Commonwealth of Pennsylvania.

Check enclosed for \$65.35

3-1-57.07 85

## ARTICLES OF AMENDMENT

In compliance with the requirements of Article VIII of the Act of the General Assembly of the Commonwealth of Pennsylvania, known as the "Business Corporation Law" approved May 5, 1933, P. L. 364, and amendments thereto, providing for amendments to the Articles of Incorporation of corporations, Hanover Canning Company hereby certifies, under its corporate seal:

1. That its name is Hanover Canning Company and that its registered office is located at Penn Township, York County, Penna. (P.O. Hanover, Pa.)

2. That it is a corporation incorporated and existing under the Act of the General Assembly of the Commonwealth of Pennsylvania, as shown by its Certificate of Incorporation dated the 12th day of December, 1924, and recorded in the Office of the Secretary of the Commonwealth in Charter Book No. 240, page 240 and in the office of the Recorder of Deeds in and for the County of York on the 6th day of JANUARY 1925, in Record Book 22-X, page 534.

(a) That at a meeting of the Board of Directors of said corporation held on January 25, 1957, a resolution was adopted authorizing an amendment to Paragraph 7th of the Articles of Incorporation of the said corporation, and directing that such amendment be submitted to a vote of the shareholders entitled to vote thereon at a meeting to be held on January 28, 1957.

(b) That a meeting of the shareholders of said corporation to take action upon the proposed amendment was held on January 28, 1957, at the registered office of the corporation, pursuant to\* written waiver of notice signed by all Shareholders.

4. That at the time of the meeting of the shareholders on January 28, 1957, the authorized number of all shares of the capital stock of the corporation (whether voting or non-voting) was 1300 shares

of which 1300 shares

were issued and outstanding and 1300 shares

were entitled to vote on the proposed amendment and no shares held in the treasury.

5. That at the meeting of the shareholders, held January 28, 1957 the amendment herein set forth was adopted; 1300

shares were voted in favor of the resolution amending the Articles of Incorporation of the corporation in the manner hereinafter set forth, and no

shares were voted against the resolution, viz.:

\*Set forth the kind and period of notice given to the shareholders, whether 10 days or 60 days or whether notice was waived in writing by all shareholders entitled to vote thereon.

3-1-57.07 86

as amended

"RESOLVED that Paragraph Seventh of the Articles of Incorporation of this corporation which reads as follows:

"7th. The amount of the capital stock of said corporation is \$130,000.00 divided into 1300 shares of the par value of \$100.00"

Be and the same is hereby amended to read as follows:

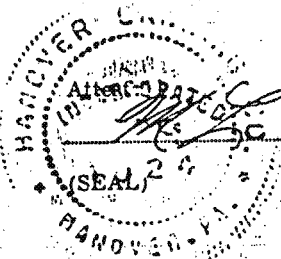
"7th. The amount of the capital stock of said corporation is \$1,000,000.00 divided into 10,000 shares of the par value of \$100.00."

3-1-57.07 87

"RESOLVED FURTHER that the President or Vice President  
and Secretary or Treasurer of this corporation be and they are hereby  
authorized, empowered and directed to execute, under the corporate seal of this corporation, Articles  
of Amendment to the Articles of Incorporation, <sup>as amended</sup> and to file such Articles of Amendment with the De-  
partment of State of the Commonwealth of Pennsylvania."

IN TESTIMONY WHEREOF, Hanover Canning Company  
has caused these Articles of Amendment to be signed by its President and  
its corporate seal, duly attested by its Secretary, to be hereunto affixed  
this 8th day of February, 1957.

HANOVER CANNING COMPANY  
By Alan R. Warehime



Commonwealth of Pennsylvania

County of York

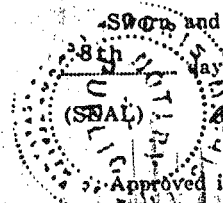
SS:

On this 8th day of February, 1957, before  
me a Notary Public in and for the State and County aforesaid, personally appeared  
Alan R. Warehime, the President, and M. L. Frey  
the Secretary, of the above named corporation, who, being duly sworn, or affirmed,  
(state corporate office)  
did depose and say that they are respectively President and Secretary  
of said corporation; that the foregoing Articles of Amendment were duly signed and sealed by them as  
the act and deed of the corporation; that the seal affixed thereto is the common and corporate seal of  
the corporation; and that the statements therein are true to the best of the knowledge and belief of  
each deponent.

Alan R. Warehime  
M. L. Frey

Sworn and subscribed before me this

8th day of February, 1957



Doris M. Whisler

Notary Public, Hanover, York County

My Commission Expires March 25, 1958

Approved in the Department of State, on the

18th day of February, A. D. 1957

James P. Conroy  
Secretary of the Commonwealth

3-1-57.07 88

# Commonwealth of Pennsylvania



## Department of State

To All To Whom These Presents Shall Come, Greeting:

Whereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, the Department of State is authorized and required to issue a

### CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HANOVER CANNING COMPANY

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.



Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this  
18th day of February  
in the year of our Lord one thousand nine hundred and fifty-seven and of the Commonwealth the one hundred and

eighty-first

*James P. Gorman*  
Secretary of the Commonwealth

3-1-63.35

Articles  
of  
AmendmentCOMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU

In compliance with the requirements of Article VIII of the Business Corporation Law approved the 5th day of May, 1933, P.L. 364, as amended, the applicant desiring to amend its Articles hereby certifies, under its corporate seal that:

1. The name of the corporation is:

Hanover Canning Company

2. The location of its registered office is:

Penn Township, York County, Pennsylvania (P.O. Hanover, Pa.)

3. The corporation was formed under the Act of April 29, 1874 entitled "An act to provide for the incorporation and regulation of certain corporations", as amended.

4. Its date of incorporation is: December 12, 1924

5. (Strike out (a) or (b) below, whichever is not applicable)

(a) The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The 29th day of October, 19 63.

Place: Hanover Canning Company Guest House, RD #3, Hanover, Pa.

Kind and period of notice: 10 days written notice

~~(b) The amendment was adopted by the shareholders of the corporation at a meeting held at the time and place and pursuant to the kind and period of notice herein stated, and the number of shares entitled to vote was 9766, of which 9766 shares voted in favor of the amendment.~~

6. At the time of the action of the shareholders:

(a) The total number of shares outstanding was 9766

(b) The number of shares entitled to vote was 9766

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was:

~~XXXX~~ 6578

(b) The number of shares voted against the amendment was:

~~XXXX~~ 2552

\*If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth.

\*\*If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth.

NOTE: If the effect of the amendment is to increase the authorized capital stock of the corporation, excise tax at the rate of 1/5 of 1% on the amount of increase will be due and payable with the filing of the amendment.

NOTE: Filing fee - \$30.00. (In addition to any amount of excise tax due and owing)

3-1-63.35

8. The amendment adopted by the shareholders, set forth in full, follows:

"7th. The amount of the capital stock of said corporation is \$2,000,000 divided into 10,000 shares of Class A stock of the par value of \$100.00 each and 10,000 shares of the par value of \$100.00, which said last mentioned shares, being the same shares heretofore constituting the authorized shares of said corporation, shall hereafter be known as Class B stock. The rights, powers, preferences, limitations and priorities appertaining to each of the foregoing classes of stock shall be as follows:

"Said classes of stock shall be identical in all respects and no distinction or difference shall exist between the shares thereof or in any preferences, restrictions or qualifications of said shares, except as follows:

"Holders of Class B stock shall have exclusive voting power for the election of directors and on all other corporate matters, and the holders of Class A stock shall have no voting power with respect to shares of said stock held by them except that in the event of a proposed amendment to the charter of the corporation which shall affect adversely the holders of Class A stock, no such amendment shall be adopted without the affirmative vote of the holders of a majority of the shares of Class A stock, and except further that if no dividend be paid on shares of Class A stock for three consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of dividends is resumed."

IN TESTIMONY WHEREOF, the applicant has caused these Articles of Amendment to be signed by its President or Vice President and its corporate seal, duly attested by its Secretary or Treasurer, to be hereunto affixed this 15th day of November, 1963.

HANOVER CANNING COMPANY

By:

[Signature]  
(President or Vice President)

Attest:

[Signature]  
(Secretary or Treasurer)

(CORPORATE)  
(SEAL)

Approved and filed in the Department of State on the 20th day of December, A. D. 1963.

[Signature]  
Secretary of the Commonwealth

3-1-63.35

# Commonwealth of Pennsylvania



## Department of State

To All To Whom These Presents Shall Come, Greeting:

Whereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, the Department of State is authorized and required to issue a

### CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HANOVER CANNING COMPANY

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this  
30th day of December  
in the year of our Lord one thousand nine hundred and sixty-three and of the Commonwealth the one hundred and eighty-eighth

*George Blann*  
Secretary of the Commonwealth

rb

ARTICLES OF MERGER

TO THE DEPARTMENT OF STATE,  
COMMONWEALTH OF PENNSYLVANIA:

Pursuant to the provisions of the "Business Corporation Law" of the Commonwealth of Pennsylvania enacted May 5, 1933, as amended, Hanover Canning Company, a business corporation having its principal place of business at Penn Township, York County, Pennsylvania (Post Office address Hanover, Pennsylvania), and Centre County Canning Corporation, a business corporation having its principal place of business at Oak Hall, Centre County, Pennsylvania, hereby execute the following Articles of Merger:

## ARTICLE I

The name of the surviving corporation is "Hanover Canning Company."

## ARTICLE II

The location and post office address of the registered office of the surviving corporation is Penn Township, York County, State of Pennsylvania, (Post Office, Hanover, Pennsylvania).

## ARTICLE III

1. The Plan of Merger was approved by an affirmative vote of the holders of more than a majority of each class of the outstanding shares of Centre County Canning Corporation at a special meeting of the shareholders held at Altland House, Abbottstown, Pennsylvania, on March 11, 1965, at 11:00 o'clock A.M., Eastern Standard Time, pursuant to more than ten days' written notice mailed to each of the said shareholders of the time, place and purpose of the meeting. At the time of the meeting of the shareholders on March 11, 1965, the authorized number

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of shares of common stock of the said corporation was 2200 shares of which 950 shares were issued and outstanding and entitled to vote, and of which 821 shares were voted in favor of and no shares voted against, approving the Plan of Merger. At the time of the said meeting of shareholders the authorized number of shares of preferred stock of the said corporation was 2000 shares, of which 901 shares were issued and outstanding and entitled to vote on said Plan of Merger, of which 861 shares were voted in favor of and no shares against, approving the Plan of Merger.

2. The Plan of Merger was approved by an affirmative vote of the holders of more than a majority of each class of outstanding shares of the Hanover Canning Company at a special meeting of the shareholders held at Altland House, Abbottstown, Pennsylvania, on March 11, 1965, at 11:00 o'clock A.M., Eastern Standard Time, pursuant to more than ten days' written notice of the time, place and purpose of the meeting mailed to each of the said shareholders. At the time of the meeting of the shareholders on March 11, 1965, the authorized number of shares of the Class A stock of the said corporation was 10,000, of which 2337 shares were issued, outstanding and entitled to vote on the Plan of Merger, and of which 2043 shares were voted in favor of, and no shares voted against, approving the Plan of Merger. At the time of the meeting of the shareholders on March 11, 1965, the authorized number of shares of Class B stock of the corporation was 10,000 shares, of which 9766 shares were issued, outstanding and entitled to vote on the Plan of Merger, and of which 5884 shares were voted in favor of, and no shares voted against, approving the Plan of Merger.

#### ARTICLE IV

No changes are desired in the Articles of the surviving corporation.

LAIRD & BUCHEN  
ATTORNEYS AT LAW  
HANOVER, PENNA.

3-1-65.13 197

ARTICLE V

The number of the first directors of the surviving corporation is nine (9), and their names and addresses are as follows:

Goodwin M. Davis, 8707 Atlantic Ave., Margate, New Jersey  
J. W. Fullerton, 219 Stock St., Hanover, Pennsylvania  
John R. Miller, Jr., Hillcrest Drive, Millheim, Penna.  
Airie K. Warehime, 257 Frederick St., Hanover, Penna.  
Marlet L. Frey, RD #3, Hanover, Pennsylvania  
Eugene F. Lee, 314 Adams Ave., State College, Pennsylvania  
Norman T. Petow, 1318 Cloverland Drive, York, Pennsylvania  
Alan R. Warehime, RD #3, Hanover, Pennsylvania  
J. William Warehime, 257 Frederick St., Hanover, Penna.

ARTICLE VI

The Plan of Merger is attached hereto, made a part hereof and marked Exhibit "A".

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be signed by their respective officers duly authorized thereto under their respective corporate seals this 29TH day of April, 1965.

Attest:

M. L. Frey  
Secretary

CENTEE COUNTY CANNING CORPORATION

BY Harold T. Brown  
President

Attest:

M. L. Frey  
Secretary

HANOVER CANNING COMPANY

BY Harold T. Brown  
President

LAIRD & BUCHEN  
ATTORNEYS-AT-LAW  
HANOVER, PENNA.

PLAN OF MERGER OF CENTRE COUNTY CANNING  
CORPORATION WITH HANOVER CANNING COMPANY

This Plan of Merger, entered into this 27th day of FEB., 1965, by and between the Hanover Canning Company, hereinafter called Surviving Corporation, Party of the first part, and the Centre County Canning Corporation, hereinafter called Merging Corporation, party of the second part; each of said corporations being duly incorporated and existing under and by virtue of the laws of the Commonwealth of Pennsylvania.

WITNESSETH:

WHEREAS, the parties hereto are corporations duly incorporated under the laws of the Commonwealth of Pennsylvania for similar purposes; and

WHEREAS, the authorized capital stock of the Merging Corporation is \$420,000.00 divided into: A. 2000 shares of 6% cumulative preferred stock of the par value of \$100.00 each. B. 2200 shares of common stock of the par value of \$100.00 each; and

WHEREAS, the authorized capital stock of the Surviving Corporation is \$2,000,000.00 divided into 10,000 shares of Class A stock of the par value of \$100.00 each and 10,000 shares of Class B stock of the par value of \$100.00 each which classes are identical in all respects except as follows:

Holders of Class B stock shall have exclusive voting power for the election of directors and on all other corporate matters, and the holders of Class A stock shall have no voting power with respect to shares of said stock held by them except that in the event of a proposed amendment to the charter of the corporation which shall affect adversely the holders of Class A stock, no such amendment shall be adopted without the affirmative vote of the holders of a majority of the shares of Class A stock, and except further that if no dividend be paid on shares of Class A stock for three consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of dividends is resumed.

WHEREAS, each of said corporations is now actively engaged in transacting the business for which it was incorporated; and

WHEREAS, it is deemed advisable by each of the said corporations, as expressed by the action of a majority of the Directors of each, to merge the rights, privileges, franchises and properties of the said corporations;

NOW THEREFORE, in consideration of the premises and of the mutual promises, agreements and covenants herein contained, it is hereby mutually agreed by and between the parties hereto as follows:

1. Centre County Canning Corporation, the Merging Corporation, shall merge into Hanover Canning Company, the Surviving Corporation which shall possess all the rights, privileges, franchises and properties theretofore vested in and belonging to each of the corporations, parties hereto, or to which they are entitled by reason of any matter, cause or thing whatsoever.

2. Said merger shall take effect upon the approval of this agreement by a majority of the shareholders of each of the parties hereto at a duly called and held meeting of said shareholders and upon the execution, filing, and approval of such documents and the doing of such acts and things as are required by the law of the Commonwealth of Pennsylvania.

3. The By-Laws of Surviving Corporation in effect on the date when the merger becomes effective shall continue to be the By-Laws of the Surviving Corporation.

4. The number of Directors of the Surviving Corporation shall, until some change in the By-Laws thereof be hereafter made, be nine (9) and the names and residences of those chosen as Directors who shall hold office until their respective successors shall be elected and shall qualify are:

Goodwin M. Davis, 8707 Atlantic Avenue, Margate, New Jersey  
 J.W. Fullerton, 219 Stock Street, Hanover, Pennsylvania  
 John R. Miller, Jr., Hillcrest Drive, Millholme, Pennsylvania  
 Alrie K. Warehime, 257 Frederick Street, Hanover, Pennsylvania  
 Marlet L. Frey, R.D. #3, Hanover, Pennsylvania  
 Eugene F. Lee, 314 Adams Avenue, State College, Pennsylvania  
 Norman T. Petow, 1318 Cloverland Drive, York, Pennsylvania  
 Alan R. Warehime, R.D. #3, Hanover, Pennsylvania  
 J. William Warehime, 257 Frederick Street, Hanover, Pennsylvania

5. The preferred stock of the Merging Corporation shall be exchanged for Debentures of the Surviving Corporation to be dated as of April 1, 1965 maturing April 1, 1975, to be issued in denominations of \$100, \$500, and \$1,000, bearing interest at the rate of 6% per annum, payable October 1 and April 1 of each year, callable at any time in whole or in part, at 105% of principal and in respect to which, if not redeemed prior to maturity, the sum of \$5.00 per \$100.00 of principal value will be paid to holders in addition to the principal thereof with interest to maturity. Such exchange shall be at the rate of \$100 face value of such debentures for each share of such preferred stock.

6. The common stock of the Merging Corporation shall be exchanged for Class "B" common stock of the Surviving Corporation at the rate of one (1) share of the common stock of the Merging Corporation for three and one-tenth (3.1) shares of the Class "B" common stock of the Surviving Corporation.

7. In all cases where the proportion of securities to be received shall consist of or include fractions of shares of stock of the Surviving Corporation, the Surviving Corporation shall pay out cash in lieu of issuing such fractional shares at the rate of \$147.13 for one full share of stock of the Merging Corporation.

8. Each of the parties hereto agrees that it will not, pending final action on the Merger herein agreed to, ~~engage in any activities other than the customary and normal business activities now carried on by it, and that each of them will continue actively to pursue and carry on its normal business.~~ Pending final action on the Merger, none of the parties shall declare, issue, distribute, or pay any dividends except regular quarterly or semi-annual dividends not greater than its most recently declared quarterly or semi-annual dividend; and none of the parties shall declare, issue, or distribute any shares of stock by way of stock dividends.

9. The Merging Corporation shall furnish to the Surviving Corporation a list of its shareholders, with the address and the number and class of shares held by each as of and on the date of approval of this Plan of Merger by its shareholders.

10. The shareholders of the Merging Corporation shall deposit their Certificates of Stock with the Secretary of the Surviving Corporation who shall thereupon deliver to each depositing shareholder of the Merging Corporation debentures and/or class "B" common stock of the Surviving Corporation in accordance with the exchange formula contained in paragraphs 5 and 6 hereof.

11. This agreement is made and executed under the provisions of the Business Corporation Law of the Commonwealth of Pennsylvania, approved May 5, 1933, as amended, which Act is hereby incorporated into and made a part of this joint plan.

12. From and after the effective date of the Plan of Merger the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, powers and franchises as well of a public as a private nature, and be subject to all the restrictions, disabilities and duties of the Merging Corporation and all and singular, the rights, privileges, powers, and franchises of said corporation, and all property, real, personal and mixed, and all debts due said corporation in whatever amount, as well for stock subscriptions as all other things in action or belonging to said corporation shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be hereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation, provided, however, that all rights of creditors and all

liens upon any property of said Merging Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the merger, and all debts and liabilities and duties of said Merging Corporation shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

13. If at any time the Surviving Corporation shall deem or be advised that any further assignments or assurances in law or things are necessary or desirable to vest, or to perfect or confirm, of record or otherwise in the Surviving Corporation the title to any property acquired or to be acquired by reason of or as a result of this merger, the proper officers and directors of said Merging Corporation shall and will execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper so to vest, perfect or confirm title to such property in the Surviving Corporation and otherwise to carry out the purpose of this agreement.

IN WITNESS WHEREOF, this instrument has been duly executed this 27th day of February, 1965.

Attest:

HANOVER CANNING COMPANY

(Signed) M. L. Frey  
Secretary

(Signed) Alan R. Warehime  
President

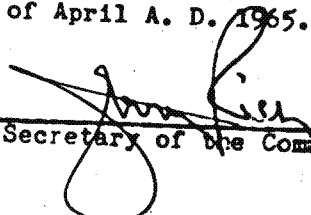
Attest:

CENTRE COUNTY CANNING CORPORATION

(Signed) M. L. Frey  
Secretary

(Signed) Harold T. Breon  
President

Approved and filed in the Department of State  
on the 29th day of April A. D. 1965.

  
Deputy Secretary of the Commonwealth

jb

3-1-65.13 201

DSCB-56 (Rev. 5-60)

# Commonwealth of Pennsylvania



DEPARTMENT OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, under the terms of the Business Corporation Law, approved May 5, 1933, P. L. 364, as amended, the Department of State is authorized and required to issue a

## CERTIFICATE OF MERGER

evidencing the merger of one or more corporations into one of such corporations under the provisions of that law:

AND WHEREAS, The stipulations and conditions of that law relating to the merger of such corporations have been fully complied with by CENTRE COUNTY CANNING CORPORATION, and HANOVER CANNING COMPANY.

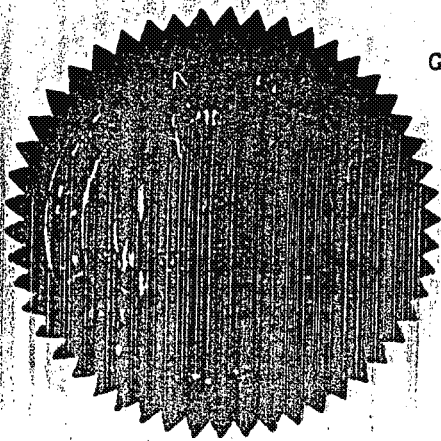
THEREFORE, KNOW YE, That subject to the Constitution of this Commonwealth, and under the authority of the Business Corporation Law, approved May 5, 1933, P. L. 364, as amended, I DO BY THESE PRESENTS, which I have caused to be sealed with the Great Seal of the Commonwealth, merge the above named

CENTRE COUNTY CANNING CORPORATION

into and with

HANOVER CANNING COMPANY, the Surviving Corporation

which shall continue to be invested with and have and enjoy all the powers, privileges and franchises incident to a domestic business corporation, and be subject to all the duties, requirements and restrictions specified and enjoined in and by the Business Corporation Law and all other applicable laws of this Commonwealth.



GIVEN under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg this 29th day of April in the year of our Lord one thousand nine hundred and sixty-five and of the Commonwealth the one hundred and eighty-ninth.

*John R. Kier*  
Deputy Secretary of the Commonwealth

rb  
JP

Articles  
of  
Amendment

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU

In compliance with the requirements of Article VIII of the Business Corporation Law approved the 5th day of May, 1933, P.L. 364, as amended, the applicant desiring to amend its Articles hereby certifies, under its corporate seal that:

1. The name of the corporation is:

Hanover Canning Company

2. The location of its registered office is:

Penn Township, York County, Pennsylvania (P.O. Hanover, Pa.)

3. The corporation was formed under the Act of April 29, 1874 entitled "An Act to provide for the incorporation and regulation of certain corporations," as amended

4. Its date of incorporation is: December 12, 1924

5. (Strike out (a) or (b) below, whichever is not applicable)

(a) The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The 14th day of April, 1965.

Place: the office of the corporation, Penn Township, York County, Pa.

Kind and period of notice: 10 days written notice to each holder of shares of any class.

~~(b) The amendment was adopted by a consent in writing, setting forth the action taken by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.~~

6. At the time of the action of the shareholders:

(a) The total number of shares outstanding was	Class A - 2337 shares
	Class B - 9766 shares
(b) The number of shares entitled to vote was*	Class A - 2337 shares and
	Class B - 9766 shares

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was:\*\*  
Class A stock: 1832 shares; and Class B stock: 5697

(b) The number of shares voted against the amendment was:\*\*  
Class A stock: None; and Class B stock: None

\*If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth.

\*\*If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth.

NOTE: If the effect of the amendment is to increase the authorized capital stock of the corporation, excise tax at the rate of 1/5 of 1% on the amount of increase will be due and payable with the filing of the amendment.

NOTE: Filing fee - \$30.00. (In addition to any amount of excise tax due and owing)

8. The amendment adopted by the shareholders, set forth in full, follows:  
 Paragraph "2nd" of the Articles ~~as heretofore amended~~ is ~~amended~~ amended  
 as follows:  
 "2nd. The purpose or purposes of the corporation are: To grow farm  
 produce, fruits and vegetables; to manufacture, process, can, freeze,  
 pack, bake, dehydrate, sell and distribute, both at wholesale and at  
 retail, food products, supplies and related materials and by-products  
 thereof."

Paragraph "7th" of the Articles as heretofore amended is further amended  
 as follows:

"7th. The amount of the capital stock of said corporation is  
 \$3,000,000.00 divided into 10,000 shares of Class A stock of the par  
 value of \$100.00 each and 20,000 shares of Class B stock of the par  
 value of \$100.00 each. The rights, powers, preferences, limitations  
 and priorities appertaining to each of the foregoing classes of stock  
 shall be as follows:

Said classes of stock shall be identical in all respects and no  
 distinction or difference shall exist between the shares thereof  
 or in any preferences, restrictions or qualifications of said  
 shares except as follows:

Holders of Class B stock shall have exclusive voting power for  
 the election of directors and on all other corporate matters,  
 and the holders of Class A stock shall have no voting power  
 with respect to shares of said stock held by them except that  
 in the event of a proposed amendment to the articles of incor-  
 poration of the corporation which shall affect adversely the  
 holders of Class A stock, no such amendment shall be adopted  
 without the affirmative vote of the holders of a majority of the  
 shares of Class A stock, and except further that if no dividend  
 be paid on shares of Class A stock for three consecutive fiscal  
 years, the holders thereof shall have the right to one vote for  
 each share of such stock held until such time as the payment of  
 dividends is resumed."

IN TESTIMONY WHEREOF, the applicant has caused these Articles of Amendment  
 to be signed by its President or Vice President and its corporate seal, duly  
 attested by its Secretary or Treasurer, to be hereunto affixed this 22nd  
 day of April, 1965.

HANOVER CANNING COMPANY  
 By: [Signature]  
 (President or Vice President)

Attest:

[Signature]  
 (Secretary or Treasurer)

(CORPORATE  
 SEAL)

Approved and filed in the Department of State on the 29th day of  
April A.D. 1965.

[Signature]  
 Deputy Secretary of the Commonwealth  
 651

3-1-65.13 194

OSC-21 (Rev. 4-58)

# Commonwealth of Pennsylvania



## Department of State

To All To Whom These Presents Shall Come, Greeting:

Whereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, the Department of State is authorized and required to issue a

### CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HANOVER CANNING COMPANY

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this  
29th day of April  
in the year of our Lord one thousand nine hundred and sixty-five and of the Commonwealth the one hundred and eighty-ninth

Deputy

Secretary of the Commonwealth

rb

3-1-69.04 1160

Articles  
of  
Association

Commonwealth of Pennsylvania  
Department of State  
Corporation Bureau

In compliance with the requirements of Article VIII of the Business Corporation Law approved the 18th day of May, 1933, P.L. 344, as amended, the applicant desiring to amend its Articles hereby certifies, under its corporate seal that:

1. The name of the corporation is:

Harover Canning Company

2. The location of its registered office is:

Pocon Township, York County, Pennsylvania (P.O. Harover, Pa.)

3. The corporation was formed under the Act of April 29, 1874 entitled "An Act to provide for the incorporation of certain corporations" as amended.

4. Its date of incorporation is: December 13, 1936

5. (Strike out (a) or (b) below, whichever is not applicable)

(a) The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The 27th day of November, 1968

Place: The office of the corporation is Pocon Township, York County, Pa.

Kind and period of notice: 11 days written notice to each holder of shares of every class

(b) The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

6. At the time of the action of the shareholders:

Shares of Class A stock: 2,361

(a) The total number of shares outstanding was: Shares of Class B stock 15,874

(b) The number of shares entitled to vote was: 2,361 Shares of Class A Stock and 15,874 Shares of Class B Stock

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was:

Class A Stock: 2,435

Class B Stock: 10,549

(b) The number of shares voted against the amendment was:

Class A Stock: None

Class B Stock: None

\*If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth.

\*\*If the shares of any class were entitled to vote as a class, the number of shares of each class and the number of shares of all other classes voted for and against each amendment respectively should be set forth.

NOTE: The effect of this amendment is to increase the authorized capital stock of the corporation, and the tax at the rate of 1/1 of 1% on the amount of increase will be due and payable with the filing of the amendment.

NOTE: Filing fee - \$10.00. (An additional fee amount of excise tax due and owing)

3. The amendment adopted by the shareholders, set forth in full, follows:

3-1-69 04 1970

The Attached Exhibit A is hereby incorporated herein by reference.

Witness my hand and seal this 1st day of January, 1970.

Attest:

Secretary

I, the undersigned, being a duly qualified and authorized officer of the corporation, do hereby certify that the foregoing is a true and correct copy of the resolution adopted by the shareholders of the corporation on the 1st day of January, 1970.

Witness my hand and seal this 1st day of January, 1970.

Attest:

Secretary

I, the undersigned, being a duly qualified and authorized officer of the corporation, do hereby certify that the foregoing is a true and correct copy of the resolution adopted by the shareholders of the corporation on the 1st day of January, 1970.

Witness my hand and seal this 1st day of January, 1970.

Attest:

I, the undersigned, being a duly qualified and authorized officer of the corporation, do hereby certify that the foregoing is a true and correct copy of the resolution adopted by the shareholders of the corporation on the 1st day of January, 1970.

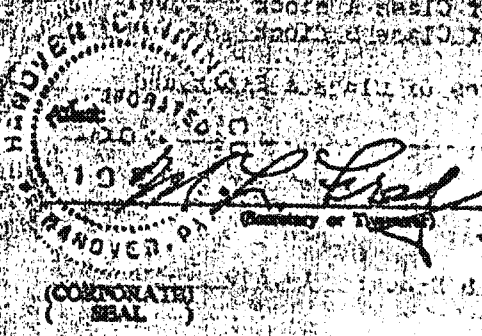
Witness my hand and seal this 1st day of January, 1970.

I, the undersigned, being a duly qualified and authorized officer of the corporation, do hereby certify that the foregoing is a true and correct copy of the resolution adopted by the shareholders of the corporation on the 1st day of January, 1970.

IN TESTIMONY WHEREOF, the applicant has caused these Articles of Amendment to be signed by its President or Vice President and its corporate seal, duly attested by its Secretary or Treasurer, to be hereunto affixed this 1st day of January, 1970.

HANOVER LAMINATING COMPANY

*[Signature]*  
President or Vice President



Approved and filed in the Department of State on the 20th day of January, 1970.

A.D. 19 69

*[Signature]*  
Secretary of the Commonwealth

3-1-69.04 1171

EXHIBIT A TO  
ARTICLES OF AMENDMENT  
HANOVER CANNING COMPANY

8. The Amendments adopted by the shareholders, set forth in full, follow:  
Amendment of Paragraph 7th:

"7th. The amount of the capital stock of said corporation is \$4,000,000. divided into 10,000 shares of Class A stock of the par value of \$100.00 each and 30,000 shares of Class B stock of the par value of \$100.00 each. The rights, powers, preferences, limitations and priorities appertaining to each of the foregoing classes of stock shall be as follows:

Said classes of stock shall be identical in all respects and no distinction or difference shall exist between the shares thereof or in any preferences, restrictions, or qualifications of said shares except as follows:

Holders of Class B stock shall have exclusive voting power for the election of directors and on all other corporate matters, and the holders of Class A stock shall have no voting power with respect to shares of said stock held by them except that in the event of a proposed amendment to the articles of incorporation of the corporation which shall affect adversely the holders of Class A stock, no such amendment shall be adopted without the affirmative vote of the holders of a majority of the shares of Class A stock, and except further that if no dividend be paid on shares of Class A stock for three consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of dividends is resumed."

Amendment Restating the Articles in their entirety:

1st. The name of corporation is Hanover Canning Company.

2nd. The purpose or purposes of the corporation are: To grow farm produce, fruits and vegetables; to manufacture, process, can, freeze, pack, bake, dehydrate, sell and distribute, both at wholesale and at retail, food products, supplies and related materials and by-products thereof.

3rd. The location and post office address of its registered office in this Commonwealth is: Penn Township, York County, State of Pennsylvania (Post Office Hanover, Pa.).

4th. Said corporation is to exist perpetually.

7th. The amount of the capital stock of said corporation is \$4,000,000. divided into 10,000 shares of Class A stock of the par value of \$100.00 each and 30,000 shares of Class B stock of the par value of \$100.00 each. The rights, powers, preferences, limitations and priorities appertaining to each of the foregoing classes of stock shall be as follows:

Exhibit A-1

3-1-69.04 1172

Said classes of stock shall be identical in all respects and no distinction or difference shall exist between the shares thereof or in any preferences, restrictions, or qualifications of said shares except as follows:

Holders of Class B stock shall have exclusive voting power for the election of directors and on all other corporate matters, and the holders of Class A stock shall have no voting power with respect to shares of said stock held by them except that in the event of a proposed amendment to the articles of incorporation of the corporation which shall affect adversely the holders of Class A stock, no such amendment shall be adopted without the affirmative vote of the holders of a majority of the shares of Class A stock, and except further that if no dividend be paid on shares of Class A stock for three consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of dividends is resumed.

Exhibit A-2

Commonwealth of Pennsylvania

3-1-69.04 1173



DEPARTMENT OF STATE  
Office of the  
Secretary of the Commonwealth

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, in and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, the Department of State is authorized and required to issue a

CERTIFICATE OF AMENDMENT

attest to the amendment and restatement of the Articles of Incorporation in their entirety of a business corporation organized under or subject to the provisions of that Law; and

WHEREAS, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HANOVER CANNING COMPANY

HENCEFORTH, The "Articles," as defined in Article I of the Business Corporation Law, shall not include any prior documents;

THEREFORE, KNOW YE, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

GIVEN under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 20th day of January, in the year of our Lord, one thousand nine hundred and ninety-three, and of the Commonwealth, the one hundred and ninety-third

*Lawrence J. Miller, Jr.*  
Secretary of the Commonwealth

3-1-69.24 1230Articles  
of  
AmendmentCommonwealth of Pennsylvania  
Department of State  
Corporation Bureau

In compliance with the requirements of Article VIII of the Business Corporation Law approved the 5th day of May, 1933, P.L. 364, as amended, the applicant desiring to amend its Articles hereby certifies, under its corporate seal that:

1. The name of the corporation is:

Hanover Canning Company

2. The location of its registered office is:

Penn Township, York County, Pennsylvania (Post Office Hanover, Pa.)

3. The corporation was formed under the Act of
- April 29, 1874
- entitled "
- An Act to provide for the incorporation of certain corporations
- "

4. Its date of incorporation is:
- December 12, 1924

5. (Strike out (a) or (b) below, whichever is not applicable)

(a) The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The 21st day of May, 1969.Place: The office of the corporation in Penn Township, York County, Pa.Kind and period of notice: 10 days written notice to each holder of shares of any class.

~~(b) The amendment was adopted by a vote of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.~~

6. At the time of the action of the shareholders:

Shares of Class A stock: 7,980(a) The total number of shares outstanding was: Shares of Class B stock: 23,803

(b) The number of shares entitled to vote was: 23,803 shares of Class B stock. No shares of Class A stock were entitled to vote.

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was:\*\*

18,628 shares of Class B stock

(b) The number of shares voted against the amendment was:\*\*

None

\*If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth.

\*\*If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth.

NOTE: If the effect of the amendment is to increase the authorized capital stock of the corporation, excise tax at the rate of 1/5 of 1% on the amount of increase will be due and payable with the filing of the amendment.

NOTE: Filing fee—\$30.00. (In addition to any amount of excise tax due and owing)

8. The amendment adopted by the shareholders, set forth in full, follows:

3-1-69.24 1231

Resolved that Article 1st of the Articles of Incorporation of this corporation, as restated, which now reads:

"1st. The name of corporation is Hanover Canning Company"

be amended so that the said Article 1st shall hereafter read:

"1st. The name of the corporation is Hanover Brands, Incorporated"

IN TESTIMONY WHEREOF, the applicant has caused these Articles of Amendment to be signed by its President or Vice President and its corporate seal, duly attested by its Secretary or Treasurer, to be hereunto affixed this 5th day of June, 1969

HANOVER CANNING COMPANY

By

[Signature]  
(President or Vice-President)

Attest:

[Signature]  
(Secretary or Treasurer)

(CORPORATE)  
(SEAL)

Approved and filed in the Department of State on the 6th day of June  
A. D. 19 69

[Signature]  
Secretary of the Commonwealth

[Signature]

3-1-69.24 ~~1232~~

# Commonwealth of Pennsylvania



## Department of State

To All To Whom These Presents Shall Come, Greeting:

Whereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

## CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HANOVER CANNING COMPANY

Named changed to

HANOVER BRANDS, INCORPORATED

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this

6th day of June

in the year of our Lord one thousand nine hundred

and sixty-nine and of

the Commonwealth the one hundred and

ninety-third

*Robert L. Keller*

Secretary of the Commonwealth

DSCB-21 (Rev. 5-65)

3-1-71.21 40

Articles  
of  
AmendmentCommonwealth of Pennsylvania  
Department of State  
Corporation Bureau

In compliance with the requirements of Article VIII of the Business Corporation Law approved the 5th day of May, 1933, P.L. 364, as amended, the applicant desiring to amend its Articles hereby certifies, under its corporate seal that:

1. The name of the corporation is:  
HANOVER BRANDS, INCORPORATED
2. The location of its registered office is:  
Penn Township, York County, Pennsylvania (P.O. Hanover, Pa.)
3. The corporation was formed under the Act of April 29, 1874 entitled "An Act to provide for the incorporation of certain corporations"
4. Its date of incorporation is: December 12, 1924
5. (Strike out (a) or (b) below, whichever is not applicable)

(a) The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The 26th day of May, 1971.

Place: The office of the corporation in Penn Township, York County, Pa.

Kind and period of notice: 10 days written notice to each holder of shares of any class.

~~The amendment was adopted by a vote of the shareholders of the corporation as follows: The number of shares of Class A stock entitled to vote was: 8,752. The number of shares of Class B stock entitled to vote was: 26,172. The number of shares of Class A stock voted in favor of the amendment was: 5,205. The number of shares of Class B stock voted in favor of the amendment was: 16,299. The number of shares of Class A stock voted against the amendment was: None. The number of shares of Class B stock voted against the amendment was: None.~~

6. At the time of the action of the shareholders:
 

	Shares of Class A stock: 8,752
(a) The total number of shares outstanding was:	Shares of Class B stock: 26,172
(b) The number of shares entitled to vote was:*	Shares of Class A stock: 8,752
	Shares of Class B stock: 26,172
7. In the action taken by the shareholders:
 

(a) The number of shares voted in favor of the amendment was:**	Shares of Class A stock: 5,205
	Shares of Class B stock: 16,299
(b) The number of shares voted against the amendment was:**	Shares of Class A stock: None
	Shares of Class B stock: None

\*If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth.

\*\*If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth.

NOTE: If the effect of the amendment is to increase the authorized capital stock of the corporation, excise tax at the rate of 1/50 of 1% on the amount of increase will be due and payable with the filing of the amendment.

NOTE: Filing fee—\$30.00. (In addition to any amount of excise tax due and owing.)

3-1-71 22

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8 The amendment adopted by the shareholders, set forth in full, follows:

The attached Exhibit A is hereby incorporated herein by reference.

IN TESTIMONY WHEREOF, the applicant has caused these Articles of Amendment to be signed by its President or Vice President and its corporate seal, duly attested by its Secretary or Treasurer, to be hereunto affixed this 1st day of June, 1971.

HANOVER BRANDS, INCORPORATED

By:

John R. Welch  
(President or Vice President)

Attest:

[Signature]  
(Secretary or Treasurer)

(CORPORATE)  
(SEAL)

Approved and filed in the Department of State on the 25th day of June,  
A. D. 19 71

[Signature]

Secretary of the Commonwealth

ccf

## EXHIBIT A

ARTICLES OF AMENDMENT  
HANOVER BRANDS, INCORPORATED

8. The amendment adopted by the shareholders, set forth in full, follows:

7th. The amount of the capital stock of said corporation is \$7,000,000 divided into 30,000 shares of Cumulative Preferred Stock of the par value of \$100.00 each, 10,000 shares of Class A stock of the par value of \$100.00 each and 30,000 shares of Class B stock of the par value of \$100.00 each. The rights, powers, preferences, limitations and priorities appertaining to each of the foregoing classes of stock shall be as follows:

1. The Cumulative Preferred Shares may be issued in series, each series to be so designated as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors of the corporation shall have authority, by resolution, to divide any or all of the Cumulative Preferred Shares into one or more series and, with respect to each series so established and prior to the issue thereof to fix and determine a distinguishing designation therefor and the relative rights and preferences thereof with respect to (a) the rate of dividends, and the date from which such dividends shall be cumulative upon all shares of such series issued prior to the record date for the initial dividend thereon, (b) the price at which shares of such series may be redeemed, and (c) the amounts payable thereon in event of voluntary or involuntary liquidation.

The holders of Cumulative Preferred Shares shall be entitled to receive and the corporation shall be obliged to pay, but only when and as declared by its Board of Directors and only out of its surplus or net profits, cash dividends at such rate per share per annum for each particular series as shall have been fixed as aforesaid by the Board of Directors, and no more, payable quarterly on the first day of each January, April, July, and October. Such dividends shall be cumulative from the dates as follows: (a) in the case of shares issued prior to the record date for the initial dividend on shares of the series of which such shares shall constitute a part, then from the date fixed as aforesaid for such purpose by the Board of Directors; (b) if issued during the period commencing immediately after the record date for a dividend on shares of such series and terminating at the close of the payment date for such dividend, then from such dividend payment date; and (c) otherwise from the dividend payment date next preceding the date of issue of such shares.

So long as any of the Cumulative Preferred Shares shall remain outstanding, no dividend (other than dividends payable in Class A or Class B shares, or both) shall be paid on shares of any class which, with respect to payment of dividends or distributions in liquidation, shall rank junior to the Cumulative Preferred Shares, unless all dividends on all outstanding Cumulative Preferred Shares for all past quarterly dividend periods shall have been paid and full dividends thereon for the then current quarterly dividend period declared and a sum sufficient for the payment thereof set apart.

The corporation, at the option of its Board of Directors, may redeem all or any of the outstanding Cumulative Preferred Shares or all or any shares of any series thereof upon payment in cash in respect of the shares so redeemed of the redemption price fixed as aforesaid by the Board of Directors in respect of the series of which such shares shall constitute a part, plus an amount equal to all accumulated and unpaid dividends thereon to the date of redemption, whether or not such dividends shall have been earned or declared. Any such redemption shall be in such amount, at such place and in such manner as the Board of Directors may determine. In the case of a redemption of less than all the outstanding Cumulative Preferred Shares of any series, the particular shares to be so redeemed shall be selected by lot.

At least 30 days prior to the date fixed for such redemption, written notice thereof shall be mailed by the Corporation to the several holders of record of the Cumulative Preferred Shares to be so redeemed, at their respective addresses as the same appear upon the books of the Corporation.

From and after the date fixed in any such notice as the date of redemption (unless default shall be made by the Corporation in providing moneys at the time and place specified for the payment of the redemption price pursuant to said notice) all dividends on the Cumulative Preferred Shares thereby called for redemption shall cease to accrue and all rights of the holders thereof as shareholders in the Corporation, except the right to receive the redemption price, shall cease and determine, and such Cumulative Preferred Shares shall not be deemed outstanding for any purpose.

All Cumulative Preferred Shares so redeemed shall be cancelled and shall not be reissued.

On any voluntary or involuntary liquidation of the Corporation, before any payment or distribution shall be made to the holders of any Class A or Class B Shares, the holders of the Cumulative Preferred Shares shall be entitled to be paid the amounts respectively fixed therefor as aforesaid by the Board of Directors in respect of each outstanding series of Cumulative Preferred Shares, plus an amount equal to all accumulated and unpaid dividends thereon to the date of such payment, whether or not such dividends shall have been earned or declared.

After such payment shall have been made in full to the holders of Cumulative Preferred Shares, they shall be entitled to no further payment or distribution.

A consolidation or merger of the Corporation with any other corporation or corporations shall not be deemed a liquidation within the meaning of this subdivision.

Holders of Cumulative Preferred Stock shall have no voting power in respect to shares of such stock held by them except that in the event of a proposed amendment to the articles of incorporation of the corporation which shall affect adversely the holders of Cumulative Preferred Stock, no such amendment shall be adopted without the affirmative vote of the holders of a majority of the outstanding shares of Cumulative Preferred Stock, and except that if no dividend

3-1-71

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be paid on shares of Cumulative Preferred Stock for three consecutive fiscal years, the holders thereof shall have the right of one vote for each share of such stock held until such time as the payment of dividends on such stock is resumed.

2. Class A stock and Class B stock shall be identical in all respects and no distinction or difference shall exist between the shares thereof or in any preferences, restrictions, or qualifications of said shares except as follows:

    Holders of Class B stock shall have exclusive voting power for the election of directors and on all other corporate matters, and the holders of Class A stock shall have no voting power with respect to shares of said stock held by them except that in the event of a proposed amendment to the articles of incorporation of the corporation which shall affect adversely the holders of Class A stock, no such amendment shall be adopted without the affirmative vote of the holders of a majority of the shares of Class A stock, and except further that if no dividend be paid on shares of Class A stock for three consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of dividends is resumed.

3-1-71

45

# Commonwealth of Pennsylvania



## Department of State

To All To Whom These Presents Shall Come, Greeting:

Whereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

### CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HANOVER BRANDS, INCORPORATED

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this

25th day of June  
in the year of our Lord one thousand nine hundred  
and seventy-one and of  
the Commonwealth the one hundred and ninety-fifth

C. McLaughlin Tucker

Secretary of the Commonwealth  
plb

DS-CD-21 Rev. 5-65

Statement of  
Amendment Under  
Section 602 of  
Pa. B.C.L.

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU

In compliance with the requirements of Section 602 of the Business Corporation Law approved the 5th day of May, 1933, P.L. 364, as amended, the Applicant desiring to amend its Articles hereby certifies, under its corporate seal that:

1. The name of the corporation is:

HANOVER BRANDS, INCORPORATED

2. The resolution establishing and designating the class or series and fixing and determining the relative rights and preferences thereof is as follows:

WHEREAS, this corporation is authorized by its articles of incorporation to issue up to 30,000 shares of Cumulative Preferred Stock of the par value of \$100.00 each, in one or more series; and

WHEREAS, the articles of incorporation set out, generally, the rights, powers, preferences, limitations and priorities of such cumulative preferred stock, but provide that the Board of Directors of the corporation shall have the authority, with respect to each series of such stock to fix and determine a distinguishing designation therefrom and the relative rights and preferences thereof with respect to (a) the rate of dividends, and the date from which such dividends shall be cumulative upon all shares of such series issued prior to the record date for the initial dividend thereon; (b) the price at which shares of such series may be redeemed, and (c) the amounts payable thereon in event of voluntary or involuntary liquidation of the corporation; and

WHEREAS, the Board of Directors wish to authorize the issuance of a series of such Cumulative Preferred Shares having the rights, powers, preferences, limitations and priorities set out in the Articles of Incorporation and to fix the matters recited in the preceding paragraph as to such series.

RESOLVED FIRST, the Board of Directors does hereby authorize the issuance of a series of 5000 Cumulative Preferred Shares of this corporation to be designated and known as its "8½% Cumulative Preferred Stock, Series A."

RESOLVED SECOND, the dividend rate on such 8½% Cumulative Preferred Stock, Series A, is hereby fixed at 8½% payable quarterly on the 1st day of April, July, October and January, and in the case of shares of such series issued prior to the record date for the initial dividend thereon shall be cumulative from the record date first succeeding the date of issuance of such shares.

RESOLVED THIRD, the price at which shares of such 8½% Cumulative Preferred Stock, Series A, may be redeemed is hereby fixed at \$101 per share plus accrued and unpaid dividends, but no such redemption shall occur earlier than three years from and after October 1, 1971.

RESOLVED FOURTH, that the amount payable in respect to each share of such 8½% Cumulative Preferred Stock, Series A, upon voluntary or involuntary liquidation of this corporation, is hereby fixed at \$100, plus accrued and unpaid dividends.

RESOLVED FIFTH, that the president and secretary of this corporation are hereby authorized and directed to prepare, execute and file with the Department of State of the Commonwealth of Pennsylvania a statement setting forth the information required by Section 602 of the Pennsylvania Business Corporation Law of 1933, as amended.

3. The aggregate number of shares of such class or series established by (1) the above resolution, (2) all prior statements filed under this Act with respect thereto, and (3) any other provision of the Articles is:

5,000 shares

4. The resolution was adopted:

By unanimous vote of the Directors duly convened upon due notice at the annual meeting of the Board of Directors at 11:00 o'clock A.M., May 27, 1971 at the offices of the corporation at Hanover, Pennsylvania.

IN TESTIMONY WHEREOF, the applicant has caused this Statement to be signed by its President and Secretary and its corporate seal, duly attested by its Secretary, to be hereunto affixed this 30th day of September 1971.

HANOVER BRANDS, INCORPORATED

BY *John W. H. H.*  
President

Attest:

*M. L. Frey*  
Secretary

(CORPORATE SEAL)

Filed in the Department of State on the 30th day of  
September, A. D., 1971.

*C. H. L. L. L.*  
Secretary of the Commonwealth

Statement of  
Amendment Under  
Section 602 of  
Pa. B.C.L.

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU

3-1-78 758

In compliance with the requirements of Section 602 of the Business Corporation Law approved the 5th day of May, 1933, P.L. 364, as amended, the Applicant desiring to amend its Articles hereby certifies, under its corporate seal that:

1. The name of the corporation is:  
HANOVER BRANDS, INCORPORATED
2. The resolution establishing and designating the class or series and fixing and determining the relative rights and preferences thereof is as follows:

WHEREAS, this corporation is authorized by its articles of incorporation to issue up to 30,000 shares of Cumulative Preferred Stock of the par value of \$100.00 each, in one or more series; and

WHEREAS, the articles of incorporation set out, generally, the rights, powers, preferences, limitations and priorities of such cumulative preferred stock, but provide that the Board of Directors of the corporation shall have the authority, with respect to each series of such stock to fix and determine a distinguishing designation therefrom and the relative rights and preferences thereof with respect to (a) the rate of dividends, and the date from which such dividends shall be cumulative upon all shares of such series issued prior to the record date for the initial dividend thereon; (b) the price at which shares of such series may be redeemed, and (c) the amounts payable thereon in event of voluntary or involuntary liquidation of the corporation; and

WHEREAS, the Board of Directors wish to authorize the issuance of a series of such Cumulative Preferred Shares having the rights, powers, preferences, limitations and priorities set out in the Articles of Incorporation and to fix the matters recited in the preceding paragraph as to such series.

RESOLVED FIRST, the Board of Directors does hereby authorize the issuance of a series of 5000 Cumulative Preferred Shares of this corporation to be designated and known as its "8½% Cumulative Preferred Stock, Series B."

RESOLVED SECOND, the dividend rate on such 8½% Cumulative Preferred Stock, Series B is hereby fixed at 8½% payable quarterly on the 10th day of April, July, October and January, and in the case of shares of such series issued prior to the record date for the initial dividend thereon shall be cumulative from the record date first succeeding the date of issuance of such shares.

RESOLVED THIRD, the price at which shares of such 8½% Cumulative Preferred Stock, Series B may be redeemed is hereby fixed at \$101 per share plus accrued and unpaid dividends, but no such redemption shall occur earlier than three years from and after July 1, 1973.

3-1-73.307 754

RESOLVED FOURTH, that the amount payable in respect to each share or such 8½% Cumulative Preferred Stock, Series B upon voluntary or involuntary liquidation or this corporation, is hereby fixed at \$100, plus accrued and unpaid dividends.

RESOLVED FIFTH, that the president and secretary of this corporation are hereby authorized and directed to prepare, execute and file with the Department of State or the Commonwealth of Pennsylvania a statement setting forth the information required by Section 602 of the Pennsylvania Business Corporation Law of 1933, as amended.

3. The aggregate number of shares of such class or series established by (1) the above resolution, (2) all prior statements filed under this Act with respect thereto, and (3) any other provision of the Articles is:

10,000 shares

4. The resolution was adopted:

By unanimous vote of the Directors duly convened upon due notice at the regular quarterly meeting of the Board or Directors held February 8, 1973 at the offices of the corporation at Hanover, Penna.

IN TESTIMONY WHEREOF, the applicant has caused this Statement to be signed by its President and Secretary and its corporate seal, duly attested by its Secretary, to be hereunto affixed this 22nd day of June, 1973.

Attest:

Secretary

(CORPORATE SEAL)

HANOVER BRANDS, INCORPORATED

BY

President

Approved and filed in the Department of State on the 25th day of June, 1973.

C. B. Zander  
Secretary of the Commonwealth  
jmv

APPLICANT'S ACCT. NO.

DSCB: BCL-806 (Rev. 8-72)

Filing Fee: \$48  
AS-2

Articles of  
Amendment—  
Domestic Business Corporation

3-1-74.27 1414

(Line for numbering)

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU

Filed this 10th day of July 1974

Commonwealth of Pennsylvania  
Department of State

*C. McLaughlin Tucker*

Secretary of the Commonwealth  
ESB/AS

(Box for Certification)

In compliance with the requirements of section 806 of the Business Corporation Law, act of May 5, 1933 (P. L. 36-1) (15 P. S. §1806), the undersigned corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

Hanover Brands, Incorporated

2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

(NUMBER)

Penn Township, York County,

(CITY)

Pennsylvania (P.O. Hanover, Pa.) 17331

(ZIP CODE)

3. The statute by or under which it was incorporated is:

Act of April 29, 1874, entitled "An Act to provide for the incorporation of certain corporations."

4. The date of its incorporation is: December 12, 1924

5. (Check, and if appropriate, complete one of the following):

☒ The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The 10th day of June, 1974.

Place: Office of the Corporation in Penn Township, York County, Pa.

Kind and period of notice Written notice addressed to each shareholder at his address as shown on the records of the Corporation, placed in the United States mail, postage prepaid, on May 31, 1974.

☐ The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.

6. At the time of the action of shareholders:

(a) The total number of shares outstanding was:

Class A shares	-	9,800
Class B shares	-	28,777
Preferred shares	-	5,000

(b) The number of shares entitled to vote was:

Class A shares	-	9,800
Class B shares	-	28,777

3-1-74.27 1415

DSCB BCL-806 (Rev. 8-72)-2

7 In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was: Class A shares - 8,133  
Class B shares - 28,273

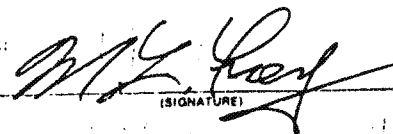
(b) The number of shares voted against the amendment was:  
None

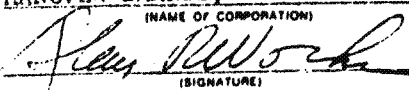
8. The amendment adopted by the shareholders, set forth in full, is as follows:

Resolve: that the Articles of Incorporation be amended by changing the first paragraph of paragraph #7 to read as follows:

"The amount of the capital stock of said corporation is \$8,500,000 divided into 30,000 shares of Cumulative Preferred Stock of the par value of \$100.00 each, 15,000 shares of Class A Stock of the par value of \$100.00 each, and 40,000 shares of Class B Stock of the par value of \$100.00 each."

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 1st day of July, 1974.

Attest:   
(SIGNATURE)  
Secretary  
(TITLE SECRETARY, ASSISTANT SECRETARY, ETC.)

HANOVER BRANDS, INCORPORATED  
(NAME OF CORPORATION)  
By:   
(SIGNATURE)  
President  
(TITLE PRESIDENT, VICE PRESIDENT, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM

- A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. Where action is taken by partial written consent pursuant to the Articles, the second alternate of Paragraph 5 should be modified accordingly.
- D. If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).
- E. If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth in Paragraphs 7(a) and 7(b).
- F. BCL §807 (15 P. S. §1807) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

# Commonwealth of Pennsylvania

3-1-74.27

1416



## Department of State

To All To Whom These Presents Shall Come, Greeting:

Whereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

### CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HANOVER BRANDS, INCORPORATED

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this

10th day of July  
in the year of our Lord one thousand nine hundred  
and seventy-four and of  
the Commonwealth the one hundred and  
ninety-ninth

C. McLaughlin Tucker

Secretary of the Commonwealth

APPLICANT'S ACCT NO.

DSCB: BCL-800 (Rev. 8-72)

Filing Fee: \$40  
AB-2

Articles of  
Amendment—  
Domestic Business Corporation

8609 671

(Line for numbering)

152804

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU

Filed this JAN 23 1985 day of 19

Commonwealth of Pennsylvania  
Department of State

*Robert W. Gleason Jr.*

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 806 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1806), the undersigned corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

Hanover Brands, Incorporated

2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

(P.O. Box 334, Hanover - Mailing Address)

(NUMBER)

(STREET)

Penn Township, York County

Pennsylvania

17331

(CITY)

(ZIP CODE)

3. The statute by or under which it was incorporated is:

Act of April 29, 1874 entitled "An Act to provide for the incorporation of certain corporations"

4. The date of its incorporation is: December 12, 1924

5. (Check, and if appropriate, complete one of the following):

☒ The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The 4th day of December, 19 85

Place: Corporate Research & Development Building, Penn Township, York County, PA

Kind and period of notice Written Notice sent First Class Mail to all shareholders of all classes of record as of November 15, 1985 on November 15, 1985

☐ The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.

6. At the time of the action of shareholders:

(a) The total number of shares outstanding was:

38,020 Total (Preferred - 5877; Class A Common - 12,479; Class B Common 19,664)

(b) The number of shares entitled to vote was:

38,020 Total (Preferred - 5877; Class A Common - 12,479; Class B Common 19,664)

BY Robert W. Gleason Jr. SECRETARY

8609 672

DSCB:8CL-806 (Rev. 8-72)-2

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was:

The attached Exhibit A is hereby incorporated by reference.

(b) The number of shares voted against the amendment was:

The attached Exhibit A is hereby incorporated by reference.

8. The amendment adopted by the shareholders, set forth in full, is as follows:

The attached Exhibit B is hereby incorporated by reference.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 17th day of January, 1986.

Attest:

Gary T. Knisely  
(SIGNATURE)

Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

Gary T. Knisely

(CORPORATE SEAL)

Hanover Brands, Incorporated

(NAME OF CORPORATION)

By:

Cyril T. Noel  
(SIGNATURE)

Vice President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Cyril T. Noel

#### INSTRUCTIONS FOR COMPLETION OF FORM

- A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. Where action is taken by partial written consent pursuant to the Articles, the second alternate of Paragraph 5 should be modified accordingly.
- D. If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).
- E. If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth in Paragraph 7(c).
- F. BCL 1807 (15 P. S. 11807) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proof of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

8609 673

EXHIBIT ASPECIAL STOCKHOLDERS' MEETING -- December 4, 1985  
Final Vote - Article of Amendment

<u>Total Eligible To Vote</u>		<u>Yes</u>	<u>No.</u>	<u>Abstentions</u>	<u>Total # Voted</u>
2,820	Preferred Series A	1,562	75	120	1,757
3,057	Preferred Series B	1,796	11	0	1,807
12,479	Class A Common	9,556	72	0	9,628
19,664	Class B Common	15,949	0	0	15,949
<u>38,020 Total</u>		<u>28,863</u>	<u>158</u>	<u>120</u>	<u>29,141</u>

8609 674

EXHIBIT B

ARTICLES OF AMENDMENT

HANOVER BRANDS, INCORPORATED

8.(a)

Amendment

Resolved: that the Articles of Incorporation be amended by changing the first paragraph of Paragraph #7 to read as follows:

"The amount of the capital stock of said corporation is \$20,500,000 divided into 30,000 shares of Cumulative Preferred Stock of the par value of \$100.00 each, 75,000 shares of Class A Stock of the par value of \$100.00 each, and 100,000 shares of Class B Stock of the par value of \$100.00 each."

8609 675

# Commonwealth of Pennsylvania

152804



Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

## CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HANOVER BRANDS, INCORPORATED

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 23rd day of January in the year of our Lord one thousand nine hundred and eighty six and of the Commonwealth the two hundred and tenth.

Secretary of the Commonwealth  
cas

152804

86361475

APPLICANT'S ACCT NO.

DSCB: BCL-806 (Rev. 8-72)

Filing Fee: \$48  
AB-2Articles of  
Amendment—  
Domestic Business Corporation

(Line for numbering)

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAUFiled this JUN 03 1986 day of June, 1986  
Commonwealth of Pennsylvania  
Department of State*Robert G. Keenan Jr.*  
Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 806 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1806), the undersigned corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

Hanover Brands, Incorporated

2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

(P. O. Box 334, Hanover - Mailing Address)

(NUMBER)

(STREET)

Penn Township, York CountyPennsylvania17331

(CITY)

(ZIP CODE)

3. The statute by or under which it was incorporated is:

Act of April 29, 1874 entitled "An Act to provide for the incorporation of certain corporations".4. The date of its incorporation is: December 12, 1924

5. (Check, and if appropriate, complete one of the following):

☒ The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The 22nd day of May, 1986.Place: Corporate Research & Development Building, Penn Township, York County, PA

Kind and period of notice Written Notice sent First Class Mail to all shareholders of record as of May 2, 1986 on May 3, 1986.

☐ The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.

6. At the time of the action of shareholders:

(a) The total number of shares outstanding was:

38,021 Total (Preferred - 5,877; Class A Common - 12,480; Class B Common - 19,664)

(b) The number of shares entitled to vote was:

38,021 (Preferred - 5,877; Class A Common - 12,480; Class B Common - 19,664)

86361476

DSCB:BCL-806 (Rev. 8-72)-2

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was:

The attached Exhibit A is hereby incorporated by reference.

(b) The number of shares voted against the amendment was:

The attached Exhibit A is hereby incorporated by reference.

8. The amendment adopted by the shareholders, set forth in full, is as follows:

The attached Exhibit B is hereby incorporated by reference.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 28th day of May, 1986.

Attest:

*[Signature]*  
(SIGNATURE)  
Gary T. Knisely, Secretary  
(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

Hanover Brands, Incorporated

(NAME OF CORPORATION)

By: *[Signature]*  
(SIGNATURE)  
Cyril P. Noel, Vice President  
(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

# INSTRUCTIONS FOR COMPLETION OF FORM

A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.

B. Any necessary governmental approvals shall accompany this form.

C. Where action is taken by partial written consent pursuant to the Articles, the second alternate of Paragraph 5 should be modified accordingly.

D. If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).

E. If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes entitled to vote for and against such amendment respectively should be set forth in Paragraphs 7(a) and 7(b).

F. BCL 1807 (15 P. S. 1807) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proof of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

86361477

EXHIBIT A  
ANNUAL STOCKHOLDERS' MEETING  
May 22, 1986  
VOTE ON AMENDMENT

CLASS	TOTAL ELIGIBLE TO VOTE	TOTAL SHARES VOTED	PERCENTAGE
Preferred Series A	2,820	2,589	92%
Preferred Series B	3,057	2,347	77%
Common Class A	12,480	10,160	82%
Common Class B	19,664	15,656	80%

86361478

EXHIBIT B

ARTICLES OF AMENDMENT

HANOVER BRANDS, INCORPORATED

8. (a) Amendment

Resolved: that the Articles Of Incorporated be amended by changing the first paragraph of Paragraph #7 to read as follows:

"The amount of the capital stock of said corporation is \$45,000,000 divided into 30,000 shares of Cumulative Preferred Stock of the par value of \$100.00 each, 200,000 shares of Class A Stock of the par value of \$100.00 each, and 220,000 shares of Class B Stock of the par value of \$100.00 each."

# Commonwealth of Pennsylvania

86361479



Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

## CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HANOVER BRANDS, INCORPORATED

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 3rd day of June in the year of our Lord one thousand nine hundred and eighty-six and of the Commonwealth the two hundred tenth

*Rick J. Glavin Jr.*

Secretary of the Commonwealth

jlv

152822

APPLICANT'S ACCT NO.

DSCB RCL-805 (Rev. 8-72)

Filing Fee: \$40  
AB-2Articles of  
Amendment—  
Domestic Business Corporation

86401055

(Line for numbering)

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAUFiled this JUN 20 1985 day of JUN 1985  
Commonwealth of Pennsylvania  
Department of State

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 806 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. 81806), the undersigned corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

Hanover Brands, Incorporated

2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

(P. O. Box 334, Hanover - Mailing Address)

(NUMBER)

(STREET)

Penn Township, York County

(CITY)

Pennsylvania17331

(ZIP CODE)

3. The statute by or under which it was incorporated is:

Act of April 29, 1874 entitled "An Act to provide for the incorporation of certain corporations"4. The date of its incorporation is: December 12, 1924

5. (Check, and if appropriate, complete one of the following):

☒ The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The 4th day of December, 1985Place: Corporate Research & Development Building, Penn Township, York County, PAKind and period of notice Written Notice sent First Class Mail to all shareholders ofall classes of record as of November 15, 1985 on November 15, 1985

☐ The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.

6. At the time of the action of shareholders:

(a) The total number of shares outstanding was:

38,020 Total (Preferred - 5877; Class A Common - 12,479; Class B Common 19,664)

(b) The number of shares entitled to vote was:

38,020 Total (Preferred - 5877; Class A Common - 12,479; Class B Common 19,664)

86401056

DSCB:RCL-808 (Rev. 8-72)-2

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was:

The attached Exhibit A is hereby incorporated by reference.

(b) The number of shares voted against the amendment was:

The attached Exhibit A is hereby incorporated by reference.

8. The amendment adopted by the shareholders, set forth in full, is as follows:

The attached Exhibit B is hereby incorporated by reference.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 23rd day of June, 19 86.

Attest:

Gary T. Knisely, Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

Hanover Brands, Incorporated

(NAME OF CORPORATION)

By:

Cyril T. Noel, Vice President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

INSTRUCTIONS FOR COMPLETION OF FORM

- Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- Any necessary governmental approvals shall accompany this form.
- Where action is taken by partial written consent pursuant to the Articles, the second alternate of Paragraph 5 should be modified accordingly.
- If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 5(b).
- If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth in Paragraph 5(a) and (b).

DCL 1807 (18 P. S. L. 1807) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proof of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

90, NY CO 11  
11-15-86

86401057

## EXHIBIT A

SPECIAL STOCKHOLDERS' MEETING  
Final Vote - Article of Amendment  
December 4, 1985

Total Eligible To Vote	Abstentions			Total Voted
	Yes	No		
2,820 Preferred Series A	1,628	95	40	1,763
3,057 Preferred Series B	1,746	42	38	1,826
12,479 Class 1 Common	9,556	72	0	9,628
19,664 Class 2 Common	15,949	0	0	15,949
39,020 Total	28,879	209	78	29,166

86401059

EXHIBIT B

ARTICLES OF AMENDMENT

HANOVER BRANDS, INCORPORATED

8. (a) Amendment

Resolved: that the Articles Of Incorporation be amended by adding the following paragraph to Paragraph 7th, 1. regarding the rights of the Cumulative Preferred Shareholders:

Holders of Cumulative Preferred stock shall have the option to convert, without consideration, any or all such shares held to shares of Class A Nonvoting Common stock on an equitable basis.

# Commonwealth of Pennsylvania

86401059



Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

## CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HANOVER BRANDS, INCORPORATED

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 26th day of June in the year of our Lord one thousand nine hundred and eighty six and of the Commonwealth the two hundred and tenth.

Secretary of the Commonwealth

cay

### Articles of Amendment— Domestic Business Corporation

8810 259

8810 260

DSCB:8CL-806 (Rev. 8-72)-2

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was:

The attached Exhibit A is hereby incorporated by Reference.

(b) The number of shares voted against the amendment was:

The attached Exhibit A is hereby incorporated by Reference.

8. The amendment adopted by the shareholders, set forth in full, is as follows:

The attached Exhibit B is hereby incorporated by Reference.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 15th day of January, 19 88.

Attest:

Gary T. Kniesely, Secretary  
(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

Hanover Brands, Incorporated

(NAME OF CORPORATION)

By:

Cyril T. Noel, Vice President  
(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

#### INSTRUCTIONS FOR COMPLETION OF FORM

A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.

B. Any necessary governmental approvals shall accompany this form.

C. Where action is taken by partial written consent pursuant to the Articles, the second alternate of Paragraph 5 should be modified accordingly.

D. If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).

E. If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth in Paragraphs 7(a) and 7(b).

F. DCL 1807 (15 P. S. 11807) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

EXHIBIT A

SPECIAL STOCKHOLDER'S MEETING - DECEMBER 9, 1987

FINAL VOTE - ARTICLE OF AMENDMENT

<u>TOTAL ELIGIBLE TO VOTE</u>	<u>CLASS OF STOCK</u>	<u>YES</u>		<u>NO</u>		<u>ABSTENTIONS</u>	<u>TOTAL NUMBER VOTED</u>
1,952	Preferred Series A	1,502		0		450	1,502
2,159	Preferred Series B	1,456		0		703	2,159
69,131	Class A Common	51,907		0		17,224	51,907
98,320	Class B Common	88,295		0		10,025	88,295

8810 261

EXHIBIT B

ARTICLES OF AMENDMENT

HANOVER BRANDS, INCORPORATED

8 (a) Amendment

Resolved: That the Articles of Incorporation be amended by changing the first paragraph of Paragraph #7 to read as follows:

"The amount of the capital stock of said corporation is \$45,000,000 divided into 120,000 shares of Cumulative Preferred Stock of the par value of \$25.00 each, 800,000 shares of Class A Common Stock of the par value of \$25.00 each, and 880,000 shares of Class B Common Stock of the par value of \$25.00 each."

8810 262

# Commonwealth of Pennsylvania

8810 263



Department of State

To All to Whom These Presents Shall Come, Greeting:

**Whereas**, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

## CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

**Whereas**, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

HANOVER BRANDS, INCORPORATED

**Therefore, Know Ye**, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

**Given** under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 15th day of January in the year of our Lord one thousand nine hundred and eighty-eight and of the Commonwealth the two hundred twelfth.

*James J. Hoyt*

Secretary of the Commonwealth

pjd

Microfilm Number 9017 459

Filed with the Department of State on APR 10 1990

Entity Number 006 7150522-012

Christopher A. Levine

Secretary of the Commonwealth

## ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCS:15-1915 (Rev 88)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Hanover Brands, Incorporated

2. The address of this corporation's current (a) registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) P.O. Box 334, York Street Extended, Hanover, PA 17331 York  
Number and Street City State Zip County

(b) \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Pennsylvania Business Corporation Law

4. The original date of its incorporation is: 1924

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: \_\_\_\_\_

6. (Check one of the following):

☐ The amendment was adopted by the shareholders pursuant to 15 Pa.C.S. § 1914(a) and (b).

☒ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914 (c).

7. (Check, and if appropriate complete, one of the following):

☒ The amendment adopted by the corporation, set forth in full, is as follows:

The name of the Corporation is hereby amended to the following:

Hanover Foods Corporation

☐ The amendment adopted by the corporation as set forth in full in Exhibit A, attached hereto and made a part hereof.

8. (Check if the amendment restates the Articles):

9017 480

☐ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

HANOVER BRANDS, INC. (Name of Corporation)

BY:

*John E. Denton*

John E. Denton.

(Signature)

TITLE:

President

90 APR 10 AM 9:10

CLERK OF COURT

Microfilm Number 9028 298

Filed with the Department of State on JUN 05 1990

Entity Number 152822-014

Christopher A. Lurie

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION  
DECB:15-1815 (Rev. 88)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Hanover Brands, Incorporated

2. The address of this corporation's current (a) registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) York Street Extended, P.O. Box 334, Hanover, Pennsylvania 17331

Number and Street

City

State

Zip

York

County

(b) Name of Commercial Registered Office Provider

County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Act of April 29, 1874 entitled "An act to provide for the incorporation of certain corporations"

4. The original date of its incorporation is: December 12, 1924

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: \_\_\_\_\_

6. (Check one of the following):

☒ The amendment was adopted by the shareholders pursuant to 15 Pa.C.S. § 1914(a) and (b).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914 (c).

7. (Check, and if appropriate complete, one of the following):

☒ The amendment adopted by the corporation, set forth in full, is as follows:

The name of the Corporation is hereby amended to the following:

Hanover Foods Corporation

☐ The amendment adopted by the corporation as set forth in full in Exhibit A, attached hereto and made a part hereof.

REC-0000  
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8. (Check if the amendment restates the Articles):

☐ The restated Articles of Incorporation supersedes the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 4th day of June, 19 90.

Hanover Brands, Incorporated  
(Name of Corporation)

BY: \_\_\_\_\_  
(Signature)

TITLE: John E. Denton  
John E. Denton, President

90 JUN -5 PM 4:41  
PA DEPT. OF STATE

90 JUN -7 PM 4:48  
PA DEPT. OF STATE

9027 766

Microfilm Number \_\_\_\_\_

Filed with the Department of State on JUN 05 1990

Entity Number 152822-003

*Christopher A. Davis*  
 Secretary of the Commonwealth

## STATEMENT OF CORRECTION

DSCB:15-136 (Rev. 89)

In compliance with the requirements of 15 Pa.C.S. § 138 (relating to statement of correction) the undersigned association or other person, desiring to correct an inaccurate record of corporate or other action or correct defective or erroneous execution of a document, hereby certifies that:

1. The name of the association or other person is: Hanover Foods Corporation
2. The (a) address of this association's current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):
 

(a) <u>York Street Extended, P.O. Box 334, Hanover, Pennsylvania 17331</u>	York
Number and Street	City
(b) _____	County
Name of Commercial Registered Office Provider	County

For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for venue and official publication purposes.

3. The statute by or under which it was incorporated or the preceding filing was made, in the case of a filing that does not constitute a part of the articles of incorporation of a corporation, is: Act of April 29, 1974 entitled "An act to provide for the incorporation of certain corporations"
4. The inaccuracy or defect, which appears in Department of State Form 15-1915, filed 4/10/90 and recorded in Roll and Film Number 9017-459 et seq., is: (Rev. 89)

Name change ineffective due to lack of Board of Directors' approval.

## 5. (Check one of the following):

- ☐ The portion of the document requiring correction in corrected form is set forth in Exhibit A, attached hereto and made a part hereof.
- ☐ The original document to which this statement relates shall be deemed reexecuted.
- ☒ The original document to which this statement relates shall be deemed stricken from the records of the Department.

IN TESTIMONY WHEREOF, the undersigned association or other person has caused this statement to be signed by a duly authorized officer thereof or otherwise in its name this 4th day of June 19 90.

Hanover Brands, Incorporated

(Name)

BY: *[Signature]*

(Signature)

TITLE: Gary T. Knisely, Secretary

Profit Number \_\_\_\_\_

Filed with the Department of State on

*Robert M. Jones* OCT 18 1994

City Number 152822

Secretary of the Commonwealth *JK*

# ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev. 89)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

The name of the corporation is: HANOVER FOODS CORPORATION

The (a) address of this corporation's current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

1486 York Street Hanover PA 17331 York  
Number and Street City State Zip County

Name of Commercial Registered Office Provider \_\_\_\_\_ County \_\_\_\_\_

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

1. The statute by or under which it was incorporated is: Act of April 29, 1874 entitled "An Act to provide for the incorporation of certain corporations"  
2. The original date of its incorporation is: December 12, 1924

3. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

\_\_\_\_ The amendment shall be effective on: \_\_\_\_\_

4. (Check one of the following):

☒ The amendment was adopted by the shareholders pursuant to 15 Pa.C.S. § 1914(a) and (b).

\_\_\_\_ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914 (c).

5. (Check, and if appropriate complete, one of the following):

☒ The amendment adopted by the corporation, set forth in full, is as follows:

The Articles of Incorporation of the corporation shall be amended by adding Paragraph 8, which shall read in its entirety as follows:

"8. The holders of common stock of the corporation shall not have the right to cumulate their votes for the election of directors of the corporation."

\_\_\_\_ The amendment adopted by the corporation as set forth in full in Exhibit A, attached hereto and made a part hereof

W. B. BROWN & COMPANY, PHILADELPHIA  
2-400-133-8111

OCT 18 94

PA Dept. of State

DSCB:15-1815 (Rev 89)-2

8. (Check if the amendment restates the Articles):

☐ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 18th day of October, 1994.

HANOVER FOODS CORPORATION

(Name of Corporation)

BY:

John A. Warkins

(Signature)

TITLE: Chairman of the Board

9749- 881

JUN 25 1997

Filing Number

Filed with the Department of State on

Entry Number

152822

  
 Secretary of the Commonwealth

## ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: HANOVER FOODS CORPORATION

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>1486 York Street</u>	<u>P.O. Box 374</u>	<u>Hanover</u>	<u>PA</u>	<u>17331</u>	<u>York</u>
Number and Street		City	State	Zip	County

(b) c/o: \_\_\_\_\_  
 Name of Commercial Registered Office Provider \_\_\_\_\_ County \_\_\_\_\_

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Act of April 29, 1874 entitled "An Act to provide for the incorporation of certain corporations"

4. The date of its incorporation is: December 12, 1924

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
 Date Hour

6. (Check one of the following):

☒ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

☐ The amendment adopted by the corporation, set forth in full, is as follows:

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

☒ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

JUN 25 '97

PA Dept. of State

9749- 882

8. (Check if the amendment restates the Articles):

☒ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 25th day of JUNE, 1987.

HANOVER FOODS CORPORATION

(Name of Corporation)

BY:

[Signature]

(Signature)

TITLE:

Executive Vice President, Secretary  
+ Counsel

9749- 883

EXHIBIT A

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
HANOVER FOODS CORPORATION

1. Name

The name of the Corporation is:

Hanover Foods Corporation

2. Registered Office

The location and post office address of its current registered office in the Commonwealth of Pennsylvania is:

1486 York Street  
P.O. Box 334  
Hanover, PA 17331

3. Purpose

The purpose or purposes for which the Corporation is incorporated are:

To have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be incorporated under the provisions of the Business Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania.

4. Term

The term for which the Corporation is to exist is perpetual.

5. Capital Stock

The total number of shares of all classes of stock that the Corporation shall have authority to issue is one million, eight-hundred thousand (1,800,000), consisting of one million, six-hundred and eighty thousand (1,680,000) shares of common stock, par value \$25.00 per share (the "Common Stock"), and one hundred and twenty thousand (120,000) shares of preferred stock, par value \$25.00 per share (the "Preferred Stock").

The Common Stock shall consist of eight-hundred thousand (800,000) shares of Class A Common Stock (the "Class A Common Stock") and eight hundred and eighty thousand (880,000) shares of Class B Common Stock (the "Class B Common Stock"). All shares of the Class A Common Stock and the Class B Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges with respect thereto, except that the holders of the Class B Common Stock shall have voting power for the election of directors and on all other corporate matters, and the holders of the Class A Common Stock shall have no voting power with respect to shares of said stock held by them, except as otherwise required by the Pennsylvania Business Corporation Law of 1988 as amended and except as follows: (i) in the event of a proposed amendment to these Amended and Restated Articles of Incorporation which shall affect adversely the holders of the Class A Common Stock, the holders thereof shall have the right, as a separate class, to one vote on such amendment for each share of such stock held and no such amendment shall be adopted without the affirmative vote of the holders of a majority of the shares of the Class A Common Stock; (ii) if no dividend be paid on shares of the Class A Common Stock for three (3) consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of dividends is resumed; and (iii) in the event any shares of the Series C Convertible Preferred Stock are issued and outstanding and become entitled to vote or consent on a matter which involves a Disputed Change of Board Control (as hereafter defined), each share of Class A Common Stock shall be entitled to one-tenth (1/10) of a vote per share with respect to such matter involving a Disputed Change of Board Control (as hereafter defined), and, in such event, the shares of Class A Common Stock shall vote together with the shares of Class B Common Stock and shares of Series C Convertible Preferred Stock as a single class of stock, and not as a separate class.

The Preferred Stock shall consist of fifteen thousand, two hundred and sixty-eight (15,268) shares of Series A Cumulative Preferred Stock (the "Series A Preferred Stock"), sixteen thousand, two hundred and sixty-eight (16,268) shares of Series B Cumulative Preferred Stock (the "Series B Preferred Stock"), (the Series A Preferred Stock and the Series B Preferred Stock, collectively, the "Cumulative Preferred Stock"), ten thousand (10,000) shares of Series C Convertible Preferred Stock, and such other shares of Preferred Stock as the Board of Directors may issue up to the total amount authorized.

Holders of Preferred Stock shall have the option to convert, without consideration, any or all such shares held to shares of Class A Common Stock on an equitable basis, which equitable basis shall, in the case of Series C Convertible Preferred Stock, be

9749- 865

deemed to be a conversion of one share of Series C Convertible Preferred Stock for one share of Class A Common Stock.

CUMULATIVE PREFERRED STOCK

The Cumulative Preferred Stock may be issued in series, each series to be so designated as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors of the Corporation shall have authority, by resolution, to divide any or all of the shares of Cumulative Preferred Stock into one or more series and, with respect to each series so established and prior to the issue thereof to fix and determine a distinguishing designation therefor and the relative rights and preferences thereof with respect to (a) the rate of dividends, and the date from which such dividends shall be cumulative upon all shares of such series issued prior to the record date for the initial dividend thereon, (b) the price at which shares of such series may be redeemed, and (c) the amounts payable thereon in event of voluntary or involuntary liquidation.

The holders of Cumulative Preferred Stock shall be entitled to receive and the Corporation shall be obliged to pay, but only when and as declared by its Board of Directors and only out of its surplus or net profits, cash dividends at such rate per share per annum for each particular series as shall have been fixed as aforesaid by the Board of Directors, and no more, payable quarterly on the first day of each January, April, July, and October. Such dividends shall be cumulative from the dates as follows: (a) in the case of shares issued prior to the record date for the initial dividend on shares of the series of which such shares shall constitute a part, then from the date fixed as aforesaid for such purpose by the Board of Directors; (b) if issued during the period commencing immediately after the record date for a dividend on shares of such series and terminating at the close of the payment date for such dividend, then from such dividend payment date; and (c) otherwise from the dividend payment date next preceding the date of issue of such shares.

The Statement of Amendments filed on September 30, 1971 and on June 25, 1973 under Section 602 of the Business Corporation Law approved the 5th day of May, 1933, P.L. 364, as amended, which created 8½% Cumulative Preferred Stock, Series A, and 8½% Cumulative Preferred Stock, Series B, respectively, shall continue in full force and effect hereafter, subject to the provisions of Section 1522 of the Pennsylvania Business Corporation Law of 1988 as amended, and subject to an adjustment of the redemption price and liquidation amount to \$25.25 and \$25.00 per share, respectively, to reflect a four-for-one stock split pursuant to the Certificate of Amendment filed on January 15, 1988. Nothing contained herein shall be construed to adversely affect any share of Cumulative Preferred Stock which is

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outstanding on the effective date of these Amended and Restated Articles of Incorporation.

So long as any of the Cumulative Preferred Stock shall remain outstanding, no dividend (other than dividends payable in Class A Common Stock or Class B Common Stock, or both) shall be paid on shares of any class which, with respect to payment of dividends or distributions in liquidation, shall rank junior to the Cumulative Preferred Stock, unless all dividends on all outstanding Cumulative Preferred Stock for all past quarterly dividend periods shall have been paid and full dividends thereon for the then current quarterly dividend period declared and a sum sufficient for the payment thereof set apart.

The Corporation, at the option of the Board of Directors, may redeem all or any of the outstanding Cumulative Preferred Stock upon payment in cash in respect of the shares so redeemed of the redemption price fixed as aforesaid by the Board of Directors in respect of the series of which such shares shall constitute a part, plus an amount equal to all accumulated and unpaid dividends thereon to the date of redemption, whether or not such dividends shall have been earned or declared. Any such redemption shall be in such amount, at such place and in such manner as the Board of Directors may determine. In the case of a redemption of less than all the outstanding Cumulative Preferred Stock, the particular shares to be so redeemed shall be selected by lot. At least 30 days prior to the date fixed for such redemption, written notice thereof shall be mailed by the Corporation to the holders of record of the Cumulative Preferred Stock to be so redeemed, at their respective addresses as the same appear upon the books of the Corporation. From and after the date fixed in any such notice as the date of redemption (unless default shall be made by the Corporation in providing moneys at the time and place specified for the payment of the redemption price pursuant to said notice) all dividends on the Cumulative Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as stockholders in the Corporation, except the right to receive the redemption price, shall cease and determine, and such Cumulative Preferred Stock shall not be deemed outstanding for any purpose. All Cumulative Preferred Stock so redeemed shall be canceled and shall not be reissued.

On any voluntary or involuntary liquidation of the Corporation, before any payment or distribution shall be made to the holders of any Class A Common Stock or Class B Common Stock, the holders of the outstanding Cumulative Preferred Stock shall be entitled to be paid the liquidation price fixed at \$25 per share, plus an amount equal to all accumulated and unpaid dividends thereon to the date of such payment, whether or not such dividends shall have been earned or declared.

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After such payment shall have been made in full to the holders of Cumulative Preferred Stock, they shall be entitled to no further payment or distribution.

A consolidation or merger of the Corporation with any other corporation or corporations shall not be deemed a liquidation within the meaning of this subdivision.

Holders of Cumulative Preferred Stock shall have no voting power in respect to shares of such stock held by them, except as otherwise provided by the Pennsylvania Business Corporation Law of 1988 as amended and except as follows: (i) in the event of a proposed amendment to these Amended and Restated Articles of Incorporation which shall affect adversely the holders of Cumulative Preferred Stock, the holders thereof shall have the right to one vote on such amendment for each share of such stock held and no such amendment shall be adopted without the affirmative vote of the holders of a majority of the outstanding shares of Cumulative Preferred Stock, and (ii) if no dividend be paid on shares of Cumulative Preferred Stock for three (3) consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of dividends on such stock is resumed.

#### SERIES C CONVERTIBLE PREFERRED STOCK

A total of 10,000 shares of Preferred Stock is hereby designated as Series C Convertible Preferred Stock and shall have the following rights and privileges:

(i) Such shares may be issued only to trusts which satisfy both of the following conditions:

(A) the trust must be an employee benefit plan trust of the Corporation which is intended to qualify under the provisions of Section 401 et seq. of the Internal Revenue Code of 1986, as amended, including, but not limited to, the trust which has been established under the so-called Hanover Foods Corporation 401(k) Savings Plan; and

(B) at least a majority of the trustees of the trust must be persons who qualify as "disinterested directors" of the Corporation under Section 1715(e) of the Pennsylvania Business Corporation Law of 1988, as amended, in the opinion of counsel for the Corporation;

(ii) Each share of Series C Convertible Preferred Stock shall be convertible into one share of Class A Common Stock of the Corporation (subject to proportional adjustment in the event of a stock split, stock dividend or other recapitalization of the

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Class A Common Stock) at the option of the holder thereof, except that such conversion shall automatically occur upon the distribution of the shares of Series C Convertible Preferred Stock to beneficiaries of the employee benefit plan trusts if and when such distribution is made by such trusts. Any shares of Class A Common Stock of the Corporation which are received upon conversion of the Series C Convertible Preferred Stock shall be issued out of the authorized but unissued shares of Class A Common Stock;

(iii) Each share of Series C Convertible Preferred Stock shall be entitled to the same dividends or other distributions which are paid per share by the Corporation to holders of Class A Common Stock;

(iv) Each share of Series C Convertible Preferred Stock shall be entitled to a liquidation preference equal to the par value of \$25.00 per share which shall be paid in full prior to a liquidation distribution to the holders of Common Stock. A "merger" or "consolidation" of the Corporation shall not be deemed to be a liquidation.

(v) So long as at least a majority of the trustees of the trust are persons who qualify as Disinterested Directors (as defined below), each share of Series C Convertible Preferred Stock shall be entitled to 35 votes per share (subject to proportional adjustment in the event of a stock split, stock dividend or other recapitalization of the Class B Common Stock) with respect to any matter presented to the holders of Class B Common Stock for a vote or consent which involves a Disputed Change of Board Control (as hereafter defined), but shall not be entitled to vote on any other matter presented to the holders of the Class B Common Stock for a vote or consent. The voting rights of the Series C Convertible Preferred Stock set forth in the immediately preceding sentence shall expire five (5) years after the date on which any of such shares are first issued by the Corporation. The shares of Series C Convertible Preferred Stock shall vote together with the shares of Class B Common Stock and shares of Class A Common Stock as a single class of stock, and not as a separate class. The shares of Series C Convertible Preferred Stock shall not otherwise be entitled to vote in matters presented to holders of the Class B Common Stock. In no event shall the Series C Convertible Preferred Stock be entitled to vote on matters presented to holders of the Class A Common Stock other than a matter which involves a Disputed Change of Board Control as provided herein. Notwithstanding anything to the contrary contained herein, Series C Convertible Preferred Stock shall not be entitled to vote on any proposal (whether or not such proposal involves a Disputed Change of Board Control) if shares of Class A Common Stock are entitled to vote as a separate class on such proposal (except that if a single proposal involves

both (A) matters on which the Class A Common Stock is entitled to vote as a separate class and (B) matters on which Class A Common Stock is not so entitled, the single proposal shall be divided into two proposals, on the first of which the Class A Common Stock is entitled to vote as a separate class and the second of which the Class A Common Stock is not entitled to vote as a separate class, and the Series C Convertible Preferred Stock shall be entitled to vote on the second proposal); if no dividend is paid on shares of Class A Common Stock for three (3) consecutive years, Series C Convertible Preferred Stock shall not be entitled to vote until such time as the payment of dividends is resumed.

The term "Disputed Change of Board Control" refers to any of the following:

(A) any election of directors of the Corporation in which the slate of directors nominated for election by Disinterested Directors (as hereafter defined) of the Corporation is contested by other nominees, unless the nominees contesting the nominees of the Disinterested Directors are unanimously supported in writing by all of the following persons (or their estates, if they are deceased) so long as such persons continue to individually own of record at least 10,000 shares of Class B Common Stock of the Corporation: Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime and Elizabeth W. Stick.

(B) any proposal to remove one or more directors of the Corporation which has not been previously approved by the Board of Directors of the Corporation, unless the proposal is unanimously supported in writing by all of the following persons (or their estates, if they are deceased) so long as such persons continue to individually own of record at least 10,000 shares of Class B Common Stock of the Corporation: Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime and Elizabeth W. Stick.

(C) any proposal, which has not been previously approved by the Board of Directors of the Corporation, to amend these Amended and Restated Articles of Incorporation or the By-laws of the Corporation, or to effectuate a merger, consolidation, division, or sale of substantially all of the assets of the Corporation, unless the proposal is unanimously supported in writing by all of the following persons (or their estates, if they are deceased) so long as such persons continue to individually own of record at least 10,000 shares of Class B Common Stock of the Corporation: Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime and Elizabeth W. Stick.

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If Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime or Elizabeth W. Stick (or their estates, if they are deceased) cease to individually own of record at least 10,000 shares of Class B Common Stock of the Corporation, such persons shall be excluded from the list of persons whose unanimous support in writing is required in clauses (A), (B) and (C) above, but unanimous support in writing of the remaining persons shall still be required. If Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime and Elizabeth W. Stick (and their estates, if they are deceased) all cease to individually own of record at least 10,000 shares of Class B Common Stock of the Corporation, each share of Series C Convertible Preferred Stock shall automatically be converted into Class A Common Stock of the Corporation.

The term "Disinterested Directors" refers to directors of the Corporation who are considered to be "disinterested directors" under Section 1715(e) of the Pennsylvania Business Corporation Law of 1988, as amended, in the opinion of counsel for the Corporation.

In the event of a dispute as to whether a matter constitutes a "Disputed Change of Board Control," the decision by the Disinterested Directors as to whether or not the matter constitutes a Disputed Change of Board Control shall be final and conclusive in the absence of proof by clear and convincing evidence of bad faith by such Disinterested Directors. A Disinterested Director may abstain on any decision. A decision by a majority of the Disinterested Directors who actually vote on a matter shall be considered to be the decision of the Disinterested Directors.

#### REMAINING AUTHORIZED SHARES OF PREFERRED STOCK

The remaining authorized shares of Preferred Stock may be issued in series, each series to be so designated as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors of the Corporation shall have authority, by resolution, to divide any or all of the shares of Preferred Stock into one or more series and, with respect to each series so established and prior to the issue thereof to fix and determine a distinguishing designation therefor and the relative rights and preferences thereof with respect to (a) the rate of dividends, and the date from which such dividends shall be cumulative upon all shares of such series issued prior to the record date for the initial dividend thereon, (b) the price at which shares of such series may be redeemed, and (c) the amounts payable thereon in event of voluntary or involuntary liquidation.

#### 6. No Cumulative Voting

The holders of Common Stock of the Corporation shall not have the right to cumulate their votes for the election of directors of the Corporation.

#### 7. Classification of the Board of Directors

Effective at the annual shareholders meeting to be held in 1997, the Board of Directors shall be divided into four (4) classes, as nearly as equal in number as possible, known as Class A, consisting of one (1) director, Class B, consisting of one (1) director, Class C, consisting of two (2) directors, and Class D, consisting of two (2) directors. The Class A director shall serve until the annual meeting of shareholders to be held in 1998. At the annual meeting of shareholders to be held in 1998, the Class A director shall be elected for a term of four (4) years and, after expiration of such term, shall thereafter be elected every four (4) years for four (4) year terms. The Class B director shall serve until the annual meeting of shareholders to be held in 1999. At the annual meeting of shareholders to be held in 1999, the Class B director shall be elected for a term of four (4) years and, after the expiration of such term shall thereafter be elected every four (4) years for four (4) year terms. The Class C directors shall serve until the annual meeting of shareholders to be held in 2000. At the annual meeting of shareholders to be held in 2000, the Class C directors shall be elected for a term of four (4) years and, after the expiration of such term, shall thereafter be elected every four (4) years for four (4) year terms. The Class D directors shall serve until the annual meeting of shareholders to be held in 2001. At the annual meeting of shareholders to be held in 2001, the Class D directors shall be elected for a term of four (4) years and, after the expiration of such term, shall thereafter be elected every four (4) years for four (4) year terms. Each director shall serve until his successor shall have been elected and shall qualify, even though his term of office as herein provided has otherwise expired, except in the event of his earlier death, resignation, removal or disqualification. This Article 7, or any portion thereof, may be changed by a by-law amendment which is adopted by all of the then members of the Board of Directors of the Corporation.

#### 8. Severability

If any provision contained in these Amended and Restated Articles of Incorporation requires the affirmative vote of the holders of a majority of Class A Common Stock in order to permit such provision to become legally effective, such provision shall not be deemed legally effective until such affirmative vote is obtained; however, the remaining provisions of these Amended and Restated Articles of Incorporation shall nevertheless continue in

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full force and effect and shall be enforced to the maximum extent permitted by law.

ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED

Microfilm Number \_\_\_\_\_

9761-1599

Filed with the Department of State on AUG 14 1997

Entity Number 152022

*[Signature]*  
Secretary of the Commonwealth *[initials]*

## ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: HANOVER FOODS CORPORATION

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>1486 York Street</u>	<u>P.O. Box 334</u>	<u>Hanover</u>	<u>PA</u>	<u>17331</u>	<u>York</u>
Number and Street		City	State	Zip	County

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Act of April 29, 1874 entitled "An Act to provide for the incorporation of certain corporations"

4. The date of its incorporation is: December 12, 1924

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

6. (Check one of the following):

☒ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

☐ The amendment adopted by the corporation, set forth in full, is as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

☒ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

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PA Dept. of State

9761-1600

8. (Check if the amendment restates the Articles):

☐ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 14th day of August, 19 97.

HANOVER FOODS CORPORATION

(Name of Corporation)

BY: [Signature]

(Signature)

TITLE: Executive Vice President

9761-1001 EXHIBIT A

AMENDMENT NO. 1 TO AMENDED AND RESTATED ARTICLES  
OF INCORPORATION OF HANOVER FOODS CORPORATION

RESOLVED, that the following provisions of Article 5 of the Amended and Restated Articles of Incorporation of Hanover Foods Corporation, under the heading Series C Convertible Preferred Stock, shall be amended to read in full as follows, but in all other respects Article 5 shall remain unchanged:

Change subclause (i) (B), which presently reads:

(B) at least a majority of the trustees of the trust must be persons who qualify as "disinterested directors" of the Corporation under Section 1715(e) of the Pennsylvania Business Corporation Law of 1988, as amended, in the opinion of counsel for the Corporation;

to read:

(B) at least a majority of the trustees of the trust must be persons who qualify, in the opinion of counsel for the Corporation, as "Disinterested Directors" of the Corporation, as hereafter defined.

Change the definition of "Disinterested Directors," which presently reads:

The term "Disinterested Directors" refers to directors of the Corporation who are considered to be "disinterested directors" under Section 1715(e) of the Pennsylvania Business Corporation Law of 1988, as amended, in the opinion of counsel for the Corporation.

to read:

The term "Disinterested Directors" refers to directors of the Corporation who are considered, in the opinion of counsel for the Corporation, to meet any of the following criteria: persons who qualify as "disinterested directors" as defined in Section 1715(e) of the Pennsylvania Business Corporation Law of 1988, as amended; persons who are not "interested" directors as defined in Section 1.23 of The American Law Institute "Principles of Corporate Governance: Analysis and Recommendations" (1994); or persons who qualify as members of an Audit Committee pursuant to Section 303.00 of the New York Stock Exchange's Listed Company Manual. The opinion of counsel for the Corporation as to who is a "Disinterested Director," if rendered in good faith by competent counsel who is not an employee of the Corporation, shall be final, binding and conclusive.

2014-01-01

Microfilm Number

Filed with the Department of State on

JUN 25 1998

Entry Number

152822

Secretary of the Commonwealth

## STATEMENT OF CORRECTION

DSCR-15-138 (Rev 80)

In compliance with the requirements of 15 Pa.C.S. § 138 (relating to statement of correction) the undersigned association or other person, desiring to correct an inaccurate record of corporate or other action or correct defective or erroneous execution of a document, hereby states that:

1. The name of the association or other person is: HANOVER FOODS CORPORATION

2. The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

1486 York Street, P. O. Box 334, Hanover PA 17331 York

(a)	Number and Street	City	State	Zip	County
	1486 York Street, P. O. Box 334	Hanover	PA	17331	York

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for venue and official publication purposes.

3. The statute by or under which it was incorporated or the preceding filing was made, in the case of a filing that does not constitute a part of the articles of incorporation of a corporation, is: Act of April 29, 1874 entitled "An Act to provide for the incorporation of certain corporations."

4. The inaccuracy or defect, which appears in Department of State form DSCR-15-1915 filed on 6/25/97 and recorded in Roll and Film Number 9749 at seq., is:

EXHIBIT A that was originally attached to the above-referenced filing is hereby replaced by EXHIBIT A attached hereto.

5. (Check one of the following):

- ☒ The portion of the document requiring correction in corrected form is set forth in Exhibit A attached hereto and made a part hereof (The original document to which this statement relates shall be deemed reexecuted).  
☐ The original document to which this statement relates shall be deemed reexecuted.  
☐ The original document to which this statement relates shall be deemed stricken from the records of the Department.

IN TESTIMONY WHEREOF, the undersigned association or other person has caused this statement to be signed by a duly authorized officer thereof or otherwise in its name this 24th day of June, 19 98.

HANOVER FOODS CORPORATION

(Name)

(see attached for signature)

BY:

Gary Knisley

(Signature)

TITLE: Executive Vice President, Secretary & Counsel

JUN 25 98

PA Dept. of State

Microfilm Number \_\_\_\_\_

Filed with the Department of State on \_\_\_\_\_

Entity Number \_\_\_\_\_

Secretary of the Commonwealth

## STATEMENT OF CORRECTION

DSCR:15-138 (Rev. 80)

In compliance with the requirements of 15 Pa.C.S. § 138 (relating to statement of correction) the undersigned association or other person, desiring to correct an inaccurate record of corporate or other action or correct defective or erroneous execution of a document, hereby states that:

The name of the association or other person is: HANOVER FOODS CORPORATION

The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	1486 York Street, P. O. Box 334,	Hanover	PA	17331	York
	Number and Street	City	State	Zip	County

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider \_\_\_\_\_  
County \_\_\_\_\_

For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for venue and official publication purposes.

The statute by or under which it was incorporated or the proceeding thing was made, in the case of a filing that does not constitute a part of the articles of incorporation of a corporation, is: Act of April 22, 1874 entitled "An Act to provide for the incorporation of certain corporations."

The inaccuracy or defect, which appears in Department of State form DSCR:15-1918 filed on 5/25/97 and recorded in Roll and Film Number 8748 of Sec. is:

EXHIBIT A that was originally attached to the above-referenced filing is hereby replaced by EXHIBIT A attached hereto.

(Check one of the following):

- ☒ The portion of the document requiring correction in corrected form is set forth in Exhibit A attached hereto and made a part hereof (The original document to which this statement relates shall be deemed rescinded).
- ☐ The original document to which this statement relates shall be deemed rescinded.
- ☐ The original document to which this statement relates shall be deemed stricken from the records of the Department.

IN TESTIMONY WHEREOF, the undersigned association or other person has caused this statement to be signed by a duly authorized officer thereof or otherwise in its name this 21st day of June, 19 98.

HANOVER FOODS CORPORATION

BY: \_\_\_\_\_

Gary Knicker

(Signature)

TITLE: Executive Vice President, Secretary & Counsel

9848-1418

## EXHIBIT A

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
HANOVER FOODS CORPORATION

1. Name

The name of the Corporation is:

Hanover Foods Corporation

2. Registered Office

The location and post office address of its current registered office in the Commonwealth of Pennsylvania is:

1486 York Street  
P.O. Box 334  
Hanover, PA 17331

3. Purpose

The purpose or purposes for which the Corporation is incorporated are:

To have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be incorporated under the provisions of the Business Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania.

4. Term

The term for which the Corporation is to exist is perpetual.

5. Capital Stock

The total number of shares of all classes of stock that the Corporation shall have authority to issue is one million,

9846-1419

eight-hundred thousand (1,800,000), consisting of one million, six-hundred and eighty thousand (1,680,000) shares of common stock, par value \$25.00 per share (the "Common Stock"), and one hundred and twenty thousand (120,000) shares of preferred stock, par value \$25.00 per share (the "Preferred Stock").

The Common Stock shall consist of eight-hundred thousand (800,000) shares of Class A Common Stock (the "Class A Common Stock") and eight hundred and eighty thousand (880,000) shares of Class B Common Stock (the "Class B Common Stock"). All shares of the Class A Common Stock and the Class B Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges with respect thereto, except that the holders of the Class B Common Stock shall have voting power for the election of directors and on all other corporate matters, and the holders of the Class A Common Stock shall have no voting power with respect to shares of said stock held by them, except as otherwise required by the Pennsylvania Business Corporation Law of 1988 as amended and except as follows: (i) in the event of a proposed amendment to these Amended and Restated Articles of Incorporation which shall affect adversely the holders of the Class A Common Stock, the holders thereof shall have the right, as a separate class, to one vote on such amendment for each share of such stock held and no such amendment shall be adopted without the affirmative vote of the holders of a majority of the shares of the Class A Common Stock; (ii) if no dividend be paid on shares of the Class A Common Stock for three (3) consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of dividends is resumed; and (iii) in the event any shares of the Series C Convertible Preferred Stock are issued and outstanding and become entitled to vote or consent on a matter which involves a Disputed Change of Board Control (as hereafter defined), each share of Class A Common Stock shall be entitled to one-tenth (1/10) of a vote per share with respect to such matter involving a Disputed Change of Board Control (as hereafter defined), and, in such event, the shares of Class A Common Stock shall vote together with the shares of Class B Common Stock and shares of Series C Convertible Preferred Stock as a single class of stock, and not as a separate class.

The Preferred Stock shall consist of fifteen thousand, two hundred and sixty-eight (15,268) shares of Series A Cumulative Preferred Stock (the "Series A Preferred Stock"), sixteen

thousand, two hundred and sixty-eight (16,268) shares of Series B Cumulative Preferred Stock (the "Series B Preferred Stock"), (the Series A Preferred Stock and the Series B Preferred Stock, collectively, the "Cumulative Preferred Stock"), ten thousand (10,000) shares of Series C Convertible Preferred Stock, and such other shares of Preferred Stock as the Board of Directors may issue up to the total amount authorized.

Holders of Preferred Stock shall have the option to convert, without consideration, any or all such shares held to shares of Class A Common Stock on an equitable basis, which equitable basis shall, in the case of Series C Convertible Preferred Stock, be deemed to be a conversion of one share of Series C Convertible Preferred Stock for one share of Class A Common Stock.

#### CUMULATIVE PREFERRED STOCK

The Cumulative Preferred Stock may be issued in series, each series to be so designated as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors of the Corporation shall have authority, by resolution, to divide any or all of the shares of Cumulative Preferred Stock into one or more series and, with respect to each series so established and prior to the issue thereof to fix and determine a distinguishing designation therefor and the relative rights and preferences thereof with respect to (a) the rate of dividends, and the date from which such dividends shall be cumulative upon all shares of such series issued prior to the record date for the initial dividend thereon, (b) the price at which shares of such series may be redeemed, and (c) the amounts payable thereon in event of voluntary or involuntary liquidation.

The holders of Cumulative Preferred Stock shall be entitled to receive and the Corporation shall be obliged to pay, but only when and as declared by its Board of Directors and only out of its surplus or net profits, cash dividends at such rate per share per annum for each particular series as shall have been fixed as aforesaid by the Board of Directors, and no more, payable quarterly on the first day of each January, April, July, and October. Such dividends shall be cumulative from the dates as follows: (a) in the case of shares issued prior to the record date for the initial dividend on shares of the series of which such shares shall constitute a part, then from the date fixed as aforesaid for such purpose by the Board of Directors; (b) if

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issued during the period commencing immediately after the record date for a dividend on shares of such series and terminating at the close of the payment date for such dividend, then from such dividend payment date; and (c) otherwise from the dividend payment date next preceding the date of issue of such shares.

The Statement of Amendments filed on September 30, 1971 and on June 25, 1973 under Section 602 of the Business Corporation Law approved the 5th day of May, 1933, P.L. 364, as amended, which created 8½% Cumulative Preferred Stock, Series A, and 8½% Cumulative Preferred Stock, Series B, respectively, shall continue in full force and effect hereafter, subject to the provisions of Section 1522 of the Pennsylvania Business Corporation Law of 1988 as amended, and subject to an adjustment of the redemption price and liquidation amount to \$25.25 and \$25.00 per share, respectively, to reflect a four-for-one stock split pursuant to the Certificate of Amendment filed on January 15, 1988. Nothing contained herein shall be construed to adversely affect any share of Cumulative Preferred Stock which is outstanding on the effective date of these Amended and Restated Articles of Incorporation.

So long as any of the Cumulative Preferred Stock shall remain outstanding, no dividend (other than dividends payable in Class A Common Stock or Class B Common Stock, or both) shall be paid on shares of any class which, with respect to payment of dividends or distributions in liquidation, shall rank junior to the Cumulative Preferred Stock, unless all dividends on all outstanding Cumulative Preferred Stock for all past quarterly dividend periods shall have been paid and full dividends thereon for the then current quarterly dividend period declared and a sum sufficient for the payment thereof set apart.

The Corporation, at the option of the Board of Directors, may redeem all or any of the outstanding Cumulative Preferred Stock upon payment in cash in respect of the shares so redeemed of the redemption price fixed as aforesaid by the Board of Directors in respect of the series of which such shares shall constitute a part, plus an amount equal to all accumulated and unpaid dividends thereon to the date of redemption, whether or not such dividends shall have been earned or declared. Any such redemption shall be in such amount, at such place and in such manner as the Board of Directors may determine. In the case of a redemption of less than all the outstanding Cumulative Preferred

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Stock, the particular shares to be so redeemed shall be selected by lot. At least 30 days prior to the date fixed for such redemption, written notice thereof shall be mailed by the Corporation to the holders of record of the Cumulative Preferred Stock to be so redeemed, at their respective addresses as the same appear upon the books of the Corporation. From and after the date fixed in any such notice as the date of redemption (unless default shall be made by the Corporation in providing moneys at the time and place specified for the payment of the redemption price pursuant to said notice) all dividends on the Cumulative Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as stockholders in the Corporation, except the right to receive the redemption price, shall cease and determine, and such Cumulative Preferred Stock shall not be deemed outstanding for any purpose. All Cumulative Preferred Stock so redeemed shall be canceled and shall not be reissued.

On any voluntary or involuntary liquidation of the Corporation, before any payment or distribution shall be made to the holders of any Class A Common Stock or Class B Common Stock, the holders of the outstanding Cumulative Preferred Stock shall be entitled to be paid the liquidation price fixed at \$25 per share, plus an amount equal to all accumulated and unpaid dividends thereon to the date of such payment, whether or not such dividends shall have been earned or declared.

After such payment shall have been made in full to the holders of Cumulative Preferred Stock, they shall be entitled to no further payment or distribution.

A consolidation or merger of the Corporation with any other corporation or corporations shall not be deemed a liquidation within the meaning of this subdivision.

Holders of Cumulative Preferred Stock shall have no voting power in respect to shares of such stock held by them, except as otherwise provided by the Pennsylvania Business Corporation Law of 1988 as amended and except as follows: (i) in the event of a proposed amendment to these Amended and Restated Articles of Incorporation which shall affect adversely the holders of Cumulative Preferred Stock, the holders thereof shall have the right to one vote on such amendment for each share of such stock held and no such amendment shall be adopted without the

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affirmative vote of the holders of a majority of the outstanding shares of Cumulative Preferred Stock, and (ii) if no dividend be paid on shares of Cumulative Preferred Stock for three (3) consecutive fiscal years, the holders thereof shall have the right to one vote for each share of such stock held until such time as the payment of dividends on such stock is resumed.

SERIES C CONVERTIBLE PREFERRED STOCK

A total of 10,000 shares of Preferred Stock is hereby designated as Series C Convertible Preferred Stock and shall have the following rights and privileges:

(1) Such shares may be issued only to trusts which satisfy both of the following conditions:

(A) the trust must be an employee benefit plan trust of the Corporation which is intended to qualify under the provisions of Section 401 et seq. of the Internal Revenue Code of 1986, as amended, including, but not limited to, the trust which has been established under the so-called Hanover Foods Corporation 401(k) Savings Plan; and

(B) at least a majority of the trustees of the trust must be persons who qualify as "disinterested directors" of the Corporation under Section 1715(e) of the Pennsylvania Business Corporation Law of 1988, as amended, in the opinion of counsel for the Corporation;

(ii) Each share of Series C Convertible Preferred Stock shall be convertible into one share of Class A Common Stock of the Corporation (subject to proportional adjustment in the event of a stock split, stock dividend or other recapitalization of the Class A Common Stock) at the option of the holder thereof, except that such conversion shall automatically occur upon the distribution of the shares of Series C Convertible Preferred Stock to beneficiaries of the employee benefit plan trusts if and when such distribution is made by such trusts. Any shares of Class A Common Stock of the Corporation which are received upon conversion of the Series C Convertible Preferred Stock shall be issued out of the authorized but unissued shares of Class A Common Stock;

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(iii) Each share of Series C Convertible Preferred Stock shall be entitled to the same dividends or other distributions which are paid per share by the Corporation to holders of Class A Common Stock;

(iv) Each share of Series C Convertible Preferred Stock shall be entitled to a liquidation preference equal to the par value of \$25.00 per share which shall be paid in full prior to a liquidation distribution to the holders of Common Stock. A "merger" or "consolidation" of the Corporation shall not be deemed to be a liquidation.

(v) So long as at least a majority of the trustees of the trust are persons who qualify as Disinterested Directors (as defined below), each share of Series C Convertible Preferred Stock shall be entitled to 35 votes per share (subject to proportional adjustment in the event of a stock split, stock dividend or other recapitalization of the Class B Common Stock) with respect to any matter presented to the holders of Class B Common Stock for a vote or consent which involves a Disputed Change of Board Control (as hereafter defined), but shall not be entitled to vote on any other matter presented to the holders of the Class B Common Stock for a vote or consent. The voting rights of the Series C Convertible Preferred Stock set forth in the immediately preceding sentence shall expire five (5) years after the date on which any of such shares are first issued by the Corporation. The shares of Series C Convertible Preferred Stock shall vote together with the shares of Class B Common Stock and shares of Class A Common Stock as a single class of stock, and not as a separate class. The shares of Series C Convertible Preferred Stock shall not otherwise be entitled to vote in matters presented to holders of the Class B Common Stock. In no event shall the Series C Convertible Preferred Stock be entitled to vote on matters presented to holders of the Class A Common Stock other than a matter which involves a Disputed Change of Board Control as provided herein. Notwithstanding anything to the contrary contained herein, Series C Convertible Preferred Stock shall not be entitled to vote on any proposal (whether or not such proposal involves a Disputed Change of Board Control) if shares of Class A Common Stock are entitled to vote as a separate class on such proposal (except that if a single proposal involves both (A) matters on which the Class A Common Stock is entitled to vote as a separate class and (B) matters on which Class A Common Stock is not so entitled, the single proposal shall be divided

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into two proposals, on the first of which the Class A Common Stock is entitled to vote as a separate class and the second of which the Class A Common Stock is not entitled to vote as a separate class, and the Series C Convertible Preferred Stock shall be entitled to vote on the second proposal); if no dividend is paid on shares of Class A Common Stock for three (3) consecutive years, Series C Convertible Preferred Stock shall not be entitled to vote until such time as the payment of dividends is resumed.

The term "Disputed Change of Board Control" refers to any of the following:

(A) any election of directors of the Corporation in which the slate of directors nominated for election by Disinterested Directors (as hereafter defined) of the Corporation is contested by other nominees, unless the nominees contesting the nominees of the Disinterested Directors are unanimously supported in writing by all of the following persons (or their estates, if they are deceased) so long as such persons continue to individually own of record at least 10,000 shares of Class B Common Stock of the Corporation: Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime and Elizabeth W. Stick.

(B) any proposal to remove one or more directors of the Corporation which has not been previously approved by the Board of Directors of the Corporation, unless the proposal is unanimously supported in writing by all of the following persons (or their estates, if they are deceased) so long as such persons continue to individually own of record at least 10,000 shares of Class B Common Stock of the Corporation: Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime and Elizabeth W. Stick.

(C) any proposal, which has not been previously approved by the Board of Directors of the Corporation, to amend these Amended and Restated Articles of Incorporation or the By-laws of the Corporation, or to effectuate a merger, consolidation, division, or sale of substantially all of the assets of the Corporation, unless the proposal is unanimously supported in writing by all of the following persons (or their estates, if they are deceased) so long as such persons continue to individually own of record at least 10,000 shares of Class B

Common Stock of the Corporation: Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime and Elizabeth W. Stick.

If Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime or Elizabeth W. Stick (or their estates, if they are deceased) cease to individually own of record at least 10,000 shares of Class B Common Stock of the Corporation, such persons shall be excluded from the list of persons whose unanimous support in writing is required in clauses (A), (B) and (C) above, but unanimous support in writing of the remaining persons shall still be required. If Michael A. Warehime, John A. Warehime, Sally W. Yelland, J. William Warehime and Elizabeth W. Stick (and their estates, if they are deceased) all cease to individually own of record at least 10,000 shares of Class B Common Stock of the Corporation, each share of Series C Convertible Preferred Stock shall automatically be converted into Class A Common Stock of the Corporation.

The term "Disinterested Directors" refers to directors of the Corporation who are considered to be "disinterested directors" under Section 1715(e) of the Pennsylvania Business Corporation Law of 1988, as amended, in the opinion of counsel for the Corporation.

In the event of a dispute as to whether a matter constitutes a "Disputed Change of Board Control," the decision by the Disinterested Directors as to whether or not the matter constitutes a Disputed Change of Board Control shall be final and conclusive in the absence of proof by clear and convincing evidence of bad faith by such Disinterested Directors. A Disinterested Director may abstain on any decision. A decision by a majority of the Disinterested Directors who actually vote on a matter shall be considered to be the decision of the Disinterested Directors.

#### REMAINING AUTHORIZED SHARES OF PREFERRED STOCK

The remaining authorized shares of Preferred Stock may be issued in series, each series to be so designated as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors of the Corporation shall have authority, by resolution, to divide any or all of the shares of Preferred Stock into one or more series and, with

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respect to each series so established and prior to the issue thereof to fix and determine a distinguishing designation therefor and the relative rights and preferences thereof with respect to (a) the rate of dividends, and the date from which such dividends shall be cumulative upon all shares of such series issued prior to the record date for the initial dividend thereon, (b) the price at which shares of such series may be redeemed, and (c) the amounts payable thereon in event of voluntary or involuntary liquidation.

6. No Cumulative Voting

The holders of Common Stock of the Corporation shall not have the right to cumulate their votes for the election of directors of the Corporation.

7. Classification of the Board of Directors

Effective at the annual shareholders meeting to be held in 1997, the Board of Directors shall be divided into four (4) classes, as nearly as equal in number as possible, known as Class A, consisting of one (1) director, Class B, consisting of two (2) directors, Class C, consisting of two (2) directors, and Class D, consisting of two (2) directors. The Class A director shall serve until the annual meeting of shareholders to be held in 1998. At the annual meeting of shareholders to be held in 1998, the Class A director shall be elected for a term of four (4) years and, after expiration of such term, shall thereafter be elected every four (4) years for four (4) year terms. The Class B directors shall serve until the annual meeting of shareholders to be held in 1999. At the annual meeting of shareholders to be held in 1999, the Class B directors shall be elected for a term of four (4) years and, after the expiration of such term shall thereafter be elected every four (4) years for four (4) year terms. The Class C directors shall serve until the annual meeting of shareholders to be held in 2000. At the annual meeting of shareholders to be held in 2000, the Class C directors shall be elected for a term of four (4) years and, after the expiration of such term, shall thereafter be elected every four (4) years for four (4) year terms. The Class D directors shall serve until the annual meeting of shareholders to be held in 2001. At the annual meeting of shareholders to be held in 2001, the Class D directors shall be elected for a term of four (4) years and, after the expiration of such term, shall thereafter be

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elected every four (4) years for four (4) year terms. Each director shall serve until his successor shall have been elected and shall qualify, even though his term of office as herein provided has otherwise expired, except in the event of his earlier death, resignation, removal or disqualification. This Article 7, or any portion thereof, may be changed by a by-law amendment which is adopted by all of the then members of the Board of Directors of the Corporation.

#### 8. Severability

If any provision contained in these Amended and Restated Articles of Incorporation requires the affirmative vote of the holders of a majority of Class A Common Stock in order to permit such provision to become legally effective, such provision shall not be deemed legally effective until such affirmative vote is obtained; however, the remaining provisions of these Amended and Restated Articles of Incorporation shall nevertheless continue in full force and effect and shall be enforced to the maximum extent permitted by law.

R.V.W.B.-Lent corrected charter. upd